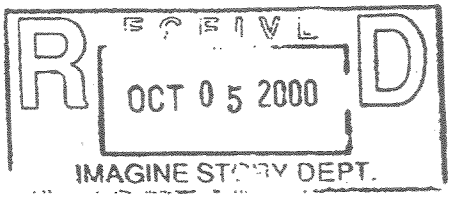

THE BRIDE OF FRANKENSTEIN

by

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Second Rewrite
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FADE IN:

EXT. ENCLAVE -- NIGHT

Night, over a city unlike any we have ever seen.

In the cold light of a FULL MOON, glittering gothic-style TOWERS reach toward the sky, liquid-clear ARCHES curving gracefully into vaulted DOMES of translucent crystal.

Shimmering SPIRES glitter like monolithic icicles, towering impossibly thin and HIGH, as if created to pierce the clouds.

Crystalline BRIDGES, airy as spun glass, span in a TRACERY between the buildings to create the SKYWAYS, stronger than steel but gossamer-looking as a spider's web.

LITTLE GIRL'S VOICE (O.S.)
(singing)
"Ring around the rosey --

EXT. EMPTY PLAYGROUND - NIGHTCHAPEL -- NIGHT

CLOSE ON A SPINNING MERRY-GO-ROUND, the small kind found in playgrounds. Its paint is chipped and dull, the wood WARPED.

LITTLE GIRL'S VOICE
" -- pocket full of posy --"

PULL BACK TO REVEAL we are now ON THE GROUND, in what appears to be a DESERTED PLAYGROUND. The crystal city TOWERS overhead, rising above like the massive trees of a gigantic glass forest --

-- but here BELOW, everything is dingy, grey-brown, rusted or rotting. And like a forest floor, this world is always in SHADOW.

LITTLE GIRL'S VOICE (CONT'D)
"-- ashes, ashes -- "

THE LITTLE SINGING GIRL, dressed in a shabby, threadbare dress, is pushing the go-round with tiny, grubby hands, gleefully turning it as fast as she can.

LITTLE GIRL'S VOICE (CONT'D)
(happily)
" -- we all fall down!"

She gives the go-round one final PUSH, then collapses decisively onto the dirt.

POV SOMEONE WATCHING, circling the edge of the playground as the Girl sits playing in the dirt, HUMMING to herself, building little castles of earth.

An empty swingset stirs in the night air, the rusted metal SQUEAKING disconsolately. The wind begins to RISE.

As if sensing the invisible eyes on her, the Girl turns, PEERING uncertainly into the surrounding gloom. She gets to her feet a little nervously, and starts WALKING toward the sagging fence enclosing the playground.

Something MOVES behind her -- she TURNS AROUND, frightened --

-- but it's only a little EDDY of RUSTLING PAPERS and LEAVES kicked up by the wind, WHIRLING in a dancing circle.

The swings SWAY in the wind, CREAKING wildly. The Girl turns back toward the fence -- as

A DARK SHAPE LURCHES OUT from the rusted, gaping chain-link, STAGGERING toward her like a creature from a NIGHTMARE.

The Girl STARES, wide-eyed and mute with terror -- moonlight RAKES over the approaching figure --

-- revealing A WOMAN in a skin-tight glittering minidress, makeup heavy on a pallid face, clearly a PROSTITUTE.

The Prostitute STUMBLES forward, then PITCHES to her knees. A razor-thin CUT low on her belly SEEPS blood -- she looks down at it, then up at the Girl, holding out one bloody hand.

PROSTITUTE
Shouldn't have... gone back...
again...
(softly)
... nothing left to take... nothing...

Her breath goes out in a long SIGH -- and she SINKS down to the ground, eyes GLAZING over.

The Girl SCREAMS, loud and PIERCING --

DISSOLVE TO:

EXT. STREETS OF THE LOWER REALM -- DAY

-- and her screams fade to ECHOES among the NOISE and HUBUB of the next morning on THE STREETS OF THE LOWER REALM, the sprawling, endless slum of which the playground is a part.

The streets are narrow and warren-like, littered with trash and human refuse.

HOMELESS VR JUNKIES huddle in in alleys, spidery ELECTRODE GOGGLES slicked onto their SHAVEN HEADS (hairless for better conductivity,) wallowing in their private, pathetic escapes.

GIGANTIC VIDSCREENS cover entire walls of the shabby buildings, broadcasting an incessant, intrusive STREAM of entertainment and advertisements -- media entertainment is OMNIPRESENT, the bread and circuses of this poverty-bound place.

OVERHEAD, A POLICE AIRCRUISER ROARS low over the streets, headed toward a grey-stone POLICE STATION squatting in the heart of the city.

CUT TO:

INT. POLICE MORGUE -- DAY

A grim and windowless AUTOPSY ROOM deep in the bowels of the police station, the only light from harsh fluorescents.

In the middle of the morgue's eerie stillness, a MAN walks alone among the autopsy tables and battered-looking equipment. Meet DETECTIVE BEN MORRAN, young, brashly handsome.

BEN
(calling)
Hawkins? You down here?

Ben threads his way through the autopsy tables clustered in the middle of the room. A half-covered CORPSE lies on one table, face and chest a welter of bruises, expression frozen in a grimace of pain and fear.

Ben glances at the body, then looks away. People do not die easily, here in the Lower Realm.

BEN (CONT'D)
(rubbing his arms)
Come on, this place is cold as a goddamned meat locker --
(calling louder)
Hawkins!

His voice echoes against the tiled walls, unanswered.

BEN (CONT'D)
(frustrated)
Fine.

He stalks to the battered steel DRAWERS lining one wall, runs his finger along the flatscreen MONITOR LABELS flickering on each drawer. He finds the one he wants, slides it open --

-- revealing the BODY of the Prostitute in the drawer, body neatly cut open, skin pinned back for autopsy work.

The Prostitute's vacant, cloudy eyes STARE up at Ben. He regards them for a moment -- then gently CLOSES her eyes.

In this small gesture, we glimpse the deeply COMPASSIONATE nature beneath Ben's cynical edge. He is a man who cares, whether he wants to or not.

Ben looks over the body, practiced and matter-of-fact as he peers into the open chest and abdomen. The body cavities look strangely EMPTY and HOLLOW.

Ben glances down the electronic CLIPBOARD fastened by the body. What he reads is clearly NO SURPRISE.

BEN (CONT'D)
(an air of resignation)
Missing a kidney -- a lung --
gallbladder's gone. Pancreas resected
by more than two-thirds, liver's
sliced down to almost nothing --

Ben leans down, glancing closer at the LIVER -- only a SLIVER of the organ remains, edges puckered with ragged STITCHES. Ben suddenly looks overwhelmingly TIRED.

BEN (CONT'D)
(sighing sadly)
Jesus.

And as he's looking at it, the liver moves. A TWITCH, like a sleeping animal. Ben BLINKS -- did he see that?

BEN (CONT'D)
(startled)
What the --

He pulls out a lightpen (for writing on electronic screens) and carefully PRODS the organ, exposing **THE UNDERSIDE OF THE LIVER** --

-- to reveal A MASS OF TISSUE, seething with movement, that seems to be GROWING OUT from the ribbon of glossy red-brown flesh like some kind of misshapen tumor.

Ben takes a shocked step BACK from the body. The lightpen CLATTERS to the floor.

INT. NIGHTCHAPEL POLICE STATION - HALLWAY -- DAY

Ben PUSHES his way through the overcrowded, overworked halls of the Nightchapel police station.

It's as crowded, crazy and dirty as the slums it serves.

Ben stops in front of an office door, HAMMERS on it.

BEN
Hawkins!

The door opens to reveal HAWKINS, a harried-looking FORENSIC EXAMINER. Behind him, we glimpse a group of officers clustered around a desk, looking over at Hawkins impatiently.

HAWKINS
(low)
Morran, I've got a department briefing here --

Ben looks over Hawkin's shoulder, to the officers.

BEN
He'll be right back.

Ben JERKS Hawkins through the door.

INT. CORRIDOR OUTSIDE MORGUE -- DAY

Ben is half-pulling, half-dragging Hawkins down the tiled corridor toward the morgue doors.

HAWKINS
(protesting)
She's just another chopshopper -- sold every organ she could until her body collapsed. We've seen it before --

BEN
No. Not like this.

INT. POLICE MORGUE -- DAY

They enter the morgue -- the steel drawer that held the prostitute's body is CLOSED. Ben frowns, stalks over to it, pulling the drawer open -- it's empty.

Ben snatches up the clipboard -- the liquid plasma screen is now BLANK and ERASED, just one line flashing red at the top.

BEN
(in disbelief)
She's been slated for immediate disposal --

HAWKINS
(outraged)
What? By who? I wasn't finished!

BEN
-- in the Dustyard.

They look at each other, a beat of realization as we --

CUT TO:

EXT. NIGHTCHAPEL - THE DUSTYARD -- DAY

CLOSE ON THE PROSTITUTE'S BODY, face showing through a torn shroud of paper-thin, dirty cloth. The body lies in a rusted METAL SCOOP, longer and wider than a coffin.

PRIEST (O.S.)
(rapid, perfunctory)
For I say unto you, flesh and blood cannot inherit the kingdom of God...

PULL BACK TO REVEAL the scoop is part of a CRANE, perched on the edge of **A DEEP PIT** filled with the vague, mounded shapes of HUNDREDS of BODIES wrapped in rotting shrouds.

It's A MASS GRAVE, dug in this pauper's cemetery that holds the lost and forgotten of the Lower Realm -- the Dustyard.

PRIEST (O.S.) (CONT'D)
We shall sleep, but all be changed.

A GRAVEDIGGER sits perched high atop the crane, machinery WHINING beneath him as he sends the scoop LURCHING over the corpses, DROPPING the Prostitute into the pit.

Below him, a sallow-faced PRIEST, handkerchief CLUTCHED to his nose, hurries through benediction over the bodies.

PRIEST (CONT'D)
The dead shall be raised incorruptible --

GRAVEDIGGER
(shouting, impatiently)
You done down there yet? I got work to do!

PRIEST
(speeding up)
-- in the name of our Lord amen --
(slams the prayerbook shut)
-- by all means get on with it.

The Priest turns hastily away, picking his way over the muddy ground toward the rusted gates.

The Gravedigger DIPS the scoop into a dumpster-sized CANNISTER, brings it up brimming with WHITE POWDER.

ACROSS THE FIELD, BEN AND HAWKINS pass the Priest as they come RUNNING through the spiked gates from the street, Ben's car parked aslant over the curb.

Ben spots the Gravedigger SWINGING the scoop over the pit, the white powder starting to SIFT down --

BEN
(shouting)
Wait!

The Gravedigger doesn't even look up. Ben BARRELS ahead --

-- as the powder comes down in a light LAYER over the bodies -- and as it touches the dead flesh it seems to COME ALIVE, SWARMING over the dead with a faint CHITTERING sound.

AT THE EDGE OF THE PIT, BEN comes to a halt -- as below him, the bodies HISS and SMOKE, sinking into the dark earth as they COLLAPSE and DISSOLVE.

BEN (CONT'D)
Dammit.

Hawkins catches up with him, looks down into the pit, the bodies now reduced to piles of DARK DUST.

HAWKINS
Nothing left now but constituent molecules.
(shakes his head)
Whatever you think you saw --

BEN
(stung)
Whatever I did see. Hawkins, you can't write this one up as accidental death.

Hawkins looks at him with sudden suspicion.

HAWKINS
Oh, no. Forget it. No way I'm tagging this as a homicide --

BEN
Unless you do, I can't officially investigate.

HAWKINS
Investigate what? They're selling themselves! It's already illegal --

BEN
So who's doing the buying?

Hawkins looks at him uncomfortably, not wanting to answer.

BEN (CONT'D)
How can I stop this if I can't even put together proof it's happening? It's getting worse -- you said so yourself -- more of them every month.

HAWKINS
What's this about? Really?

BEN
People are dying. And somebody's getting rich off it.

Ben looks up -- Hawkins follows his gaze, up to the crystal towers of the Enclave overhead, glinting in the sun.

HAWKINS
I see. A crusade of one.

BEN
(re: the organ trade)
It's wrong. That has to count for something.

HAWKINS
I'm sure it does. Somewhere. But this is the Lower Realm.

But Ben doesn't even look over at him; his eyes stay fixed on the city in the clouds. Hawkins watches him, piercingly.

HAWKINS (CONT'D)
(an edge of urgency)
Morran, you have to let it go.

Somehow, when Ben answers, it feels like he's not talking about the murder case at all.

BEN
(pause, quietly)
I can't.

The glimmering spires TOWER over his upturned face as we --

DISSOLVE TO:

EXT. ENCLAVE - SUNRISE -- MORNING

Dawn streaks the sky over the ENCLAVE. GLOWING in the light of the rising sun, it looks like a mythical kingdom of enchanted palaces.

The Enclave is made up of castle-like structures called TORS, each emblazoned with the OWNING FAMILY'S SYMBOL, like a cross between a brand logo and a medieval coat-of-arms.

FLITTERCRAFT, small luxury ships, hover and swoop delicately among the towers like shimmering dragonflies.

We glimpse vast GARDENS that seem to FLOAT in the air, suspended on the transparent fretwork of the SKYWAYS; translucent walls that become suddenly OPAQUE (for privacy) as waves of irridescent COLOR wash across them; uniformed SERVANTS moving over the grounds, beginning the day.

O.S. the hoarse, echoing CRY of a bird of prey -- and higher even than the Enclave, we see a FALCON SOARING overhead. It wheels and spins over the tallest spire -- **TOR PRAETORIUS**.

EXT. TOR PRAETORIUS - SUNRISE -- MORNING

Breathtaking even by the standards of the shining city surrounding it, the soaring arches of Tor Praetorius sweep upward in a symphony of crystal and light.

Glowing on the side of the tallest turret is an exquisitely rendered PHOENIX emerging jewel-bright from a nest of flame, the symbol of HOUSE PRAETORIUS.

Atop one of the twisting spires, a BALCONY curves out into the open air --

EXT. TOR PRAETORIUS - BALCONY - SUNRISE -- MORNING

-- and on its surface a YOUNG WOMAN stands alone, watching the sweeping arc of the FALCON overhead.

This is LILY PRAETORIUS, almost startlingly BEAUTIFUL, pale and delicate as porcelain -- but with a hint of something much STRONGER lying, untapped, below the surface.

The Falcon CALLS again, voice raised in a haunting KEEN.

Lily moves closer to the edge of the balcony, her hands on the wrought glassine railing. She turns her head toward the sky and LEANS forward, just slightly, into the open air --

-- and her knuckles WHITEN as she clutches the railing reflexively, holding tight, NERVOUS to lean even that little way out.

INT. LILY'S ROOMS - SUNRISE -- MORNING

Lily's rooms: crystalline walls and soaring ceilings, all openess and light. These could be the chambers of a fairy princess -- if they weren't such a MESS.

LAB EQUIPMENT is jumbled over tables and on the floor. A desk overflows with notes, printouts and stacks of disks.

A computer hums quietly; holographic displays showing MOLECULAR COMPOUNDS and DNA CHAINS rotate slowly in an array around the keyboard, giving full 3-d views of the material.

The door CRACKS open, and AMELIE peeks in -- a sweet-faced young woman with pink, round cheeks.

But despite her milk-maid wholesome look, a sleek LIVERIED UNIFORM (embossed with the Praetorius phoenix) marks her as LILY'S PERSONAL GUARD.

Amelie passes the UNSLEPT-IN BED, the one spot of neatness among the chaos. She SIGHS.

EXT. BALCONY -- MORNING

Lily is still STARING after the falcon as it WINGS away into the sky, her expression wistful, almost LONGING. Amelie steps out onto the balcony behind her.

AMELIE
Nice outfit. Very lived-in.

Lily looks down belatedly at her rumpled clothing, realizes she's wearing YESTERDAY'S CLOTHES.

LILY
(explaining)
I was up all night.

AMELIE
Yeah. I kind of guessed.

They speak more like BEST FRIENDS than master and servant. There is a deep MUTUAL RESPECT beneath their teasing.

LILY
Don't nag, Amelie.

AMELIE
Mmm. That would be terrible.
(nagging)
So did you sleep at all last night?

Lily flashes a quick GRIN as she steps back into the rooms.

LILY
I can sleep when I'm dead.

INT. LILY'S ROOMS -- MORNING (CONTINUOUS)

Amelie follows after Lily into her rooms.

LILY
Anyway, you're early --

Amelie tosses a silver DISC to Lily.

AMELIE
I thought you might be interested to see who showed up on the Tor Frankenstein security scans this morning.

Curious, Lily slots the disc into her computer. A holographic image emerges in one of the display columns: BEN.

Lily glances sharply at Amelie, who looks right back at her, unperturbed.

AMELIE (CONT'D)
Better hurry up and get showered.

EXT. SKYWAY CONNECTING TO TOR FRANKENSTEIN -- DAY

Lily and Amelie cross a gracefully curving skyway.

LILY
I don't need company.
(irritably)
You're hovering.

AMELIE
It's my job.

The approach the towers of TOR FRANKENSTEIN -- a stark, shadowed structure, like a castle brooding on a cliff.

LILY
You're my personal guard. Not my nanny.

A Sentry bows to Lily, motioning her through the main gate. Amelie hurries after her.

AMELIE
(under her breath)
Since when?

EXT. TOR FRANKENSTEIN -- DAY

Lily and Amelie reach the topmost spire. Lily stops at the door, turns to Amelie.

LILY
I'll be right back. Wait here -- and try not to hurt anyone.

AMELIE
I'll see what I can do.

A Sentry stands aside, the door THUNKS open --

INT. FRANKENSTEIN'S LAB - DAY

-- and we enter the fantastical world of FRANKENSTEIN'S LABORATORY, a vast series of interconnected rooms housed in the SUMMIT of Tor Frankenstein.

The lab holds an astonishing array of HIGH-TECH EQUIPMENT --- like a carnival funhouse of metal and glass, computers and robotic instruments, staggeringly intricate machinery. White-coated LAB TECHS work with crisp efficiency.

A MAN stands with his back to the door, rooting through a glass cabinet. He turns as Lily enters --

-- giving us our first look at IGOR, once a whole human being, now a freakish melding of man and machine.

A WEBWORK of livid, worm-like SCARS covers his face, ending in a tangled red knot against SOLDERED METAL.

Half his face has been replaced by MACHINERY, including one eye and his nose; a METAL PLATE stretches back to cover part of his skull, hair tufting SPARSELY from the scarred scalp.

His voice, however, is CULTURED and URBANE.

IGOR
Good morning, Miss Praetorius.

LILY
Hello, Igor. Is Victor here?

IGOR
Dr. Frankenstein is in Lab Three.
(a smile)
He'll be so pleased you're here.

INT. FRANKENSTEIN'S LAB - LAB THREE -- DAY

The centermost lab, at the top of the spire. We move through a MAZE of equipment and humming machinery to find

BEN AND VICTOR FRANKENSTEIN talking, a GURNEY between them. The BODY OF A CHILD, maybe 10, is stretched out on the gurney, cold and pale with death.

Frankenstein is bent over the body as he and Ben talk.

BEN
I don't have a sample. The body ended up in the Dustyard before I could stop it. And after that --

Frankenstein looks up. In his late thirties, he is a handsome man with dark, piercing eyes. There is something about him that is unrelentingly INTENSE.

FRANKENSTEIN
(nodding, understanding)
There was nothing left.
(with a hint of pride)
I designed the Yard's disposal 'bots. I know how thorough they are.

BEN
You've pioneered this science -- I figured if anybody would know, it would be you.

Frankenstein turns back to the gurney, tapping at the CONTROLS set into its sides. A CLEAR GLASS DOME uncurls over the gurney, SEALING the body in a sterile chamber.

FRANKENSTEIN
And you believe the -- aberrations you saw in the cadaver tissue were related somehow to nanotech?

BEN
It's a possibility.

The sides of the gurney slide open, and sets of razor-fine INSTRUMENTS fold over the body like countless legs of some delicate, enveloping insect.

FRANKENSTEIN
(shrugging)
So is post-mortem autoneural response. Or some kind of internal parasites --

Using external remote controls, Frankenstein begins OPERATING the tiny instruments in the sterile box.

BEN
It didn't look like parasites.

FRANKENSTEIN
Really.

Frankenstein pilots a hair-thin NEEDLE to pierce the girl's EYE, sinking deep into the black pupil.

FRANKENSTEIN (CONT'D)
What --
(a hint of snobbish sarcasm)
-- in your expert medical opinion, Detective -- did it look like?

ON A MONITOR over the controls, we see the progress of the needle magnified, showing the inside of the eye.

Countless MICROSCOPIC NANOBOTS are clustered on the needle tips -- they launch into the eye tissue, SWEEPING through the girl's body like a swarm of ants.

Even hardened as he is, Ben finds this a little UNNERVING.

BEN
I don't know. I just thought --

LILY (O.S.)
Thought what, exactly?

They look up -- to see that Lily has entered the lab.

FRANKENSTEIN
Ah, Lily.

Frankenstein gives Lily a quick PECK on the cheek, more perfunctory than passionate.

FRANKENSTEIN (CONT'D)
This is Detective Morran --

LILY
We've met.
(looking hard at Ben)
The Detective has some gruesome idea that people of the Lower Realm are selling their organs for money.
He's spoken with Father about it --
(MORE)

LILY (CONT'D)
(disgusted)
-- as if House Praetorius could ever be involved in something like that.

She moves closer to Frankenstein.

LILY (CONT'D)
(pointedly repeating)
Thought what, Detective?

BEN
(to Frankenstein)
That you would know -- could 'bots have done what I saw?

FRANKENSTEIN
Certainly not. It's illegal to experiment with nanobots on living human beings.

Ben locks eyes with Frankenstein -- there's something CHALLENGING in his look.

BEN
It's illegal to trade in human organs. But people are doing it.

Frankenstein refuses to rise to the bait.

FRANKENSTEIN
(mildly)
Or so you tell us.

Frankenstein turns back to the gurney, where the CHILD'S BODY has begun to DISASSEMBLE from within. Frankenstein bends over the controls.

BEN
Doctor, what is it you're doing --
(indicates the monitor)
-- with those 'bots?

ON THE MONITOR we can see the WAVES of NANOBOTS as they wash over the girl's tissues, DISSECTING the body cell by cell.

FRANKENSTEIN
Analysis.

BEN
Of what?

Frankenstein's focus is back on his work, operating the instruments with unwavering precision, totally absorbed.

FRANKENSTEIN
(almost to himself)
Of what makes us young.

Frankenstein glances at Ben impatiently from the controls.

FRANKENSTEIN (CONT'D)
I've spared you all the time I can.

LILY
Don't worry, Victor.
(to Ben, with finality)
I'll see the Detective out.

EXT. TOR FRANKENSTEIN - SKYWAY -- DAY

Lily and Ben emerge from the lab.

Amelie is leaning against the doorway, waiting. She straightens at the sight of Ben -- they greet each other like two guys, nonchalant and strangely FAMILIAR.

AMELIE
(a greeting)
Ben.

BEN
Amelie.

AMELIE
(falling in behind them)
Social call?

The three of them head down the skyway toward one of the SKYLIFTS, a transparent tube-like elevator that provides access from ground to sky.

BEN
It was official business.

Amelie gives Ben a "yeah, right" look.

AMELIE
That just happened to be with Lily's fiance. What are the odds?

LILY
(sharply)
Amelie. I'd like a minute with the Detective.

AMELIE
There's a surprise.

They've reached the skylift doors. Amelie ambles off, in sight but moving out of earshot. Lily turns to Ben angrily.

LILY
I don't think you even understand what it is that Victor does --

BEN
(shrugging)
He designs really small machines.

Lily gives him a disgusted look.

LILY
Nanobots are a hybrid of machinery and chemistry, microscopic creations that can manipulate matter literally atom by atom --

BEN
(not impressed)
Ok. Really, <u>really</u> small machines.

For some reason, Lily genuinely seems to CARE whether Ben understands what she's saying.

LILY
This is not about miniaturization! It's about a whole new <u>universe</u> of science. We're doing things here that might as well be magic -- things ancient alchemists didn't dare <u>dream</u> of.
(passionately)
Victor's work on aging could change the <u>world</u> --

Ben takes a step closer to her -- the energy, the INTENSITY between them is almost palpable.

BEN
Look around you. It's not going to change anything but the Enclave.

If we had any doubts, now we're certain -- these two know each other, very well.

BEN (CONT'D)
(low)
And the Enclave's not the world, Lily. You should know that.

Lily looks up at him, her eyes shining with pain and frustration.

LILY
Why did you come here?

BEN
(naked honesty)
Because I couldn't stop myself.

Lily takes a step back from him quickly, as if his words were FIRE, and she's come too close.

LILY
I can't talk to you about this now.

BEN
Then talk to me later.

He steps into the skylift.

BEN (CONT'D)
You know where I'll be.

The clear doors of the skylift SLIDE shut.

Lily stands motionless, eyes LOCKED with Ben's as the skylift SINKS through the crystal maze of the of Enclave, sweeping him down into the SHADOWS below.

INT. TOR PRAETORIUS - DINING ROOM -- NIGHT

The spectacular FORMAL DINING ROOM of Tor Praetorius, where an ENGAGEMENT PARTY is in progress.

The room is PACKED with the cream of Enclave society, dressed in their glittering finest, eating, drinking, dancing and conversing with animated gaiety.

SERVANTS circulate among the guests, carrying platters piled high with food; a few SENTRIES stand discreetly near the doors in their uniforms, Amelie among them.

An OLDER MAN, tall and distinguished, raises his glass to the crowd -- instantly, everyone falls SILENT.

This is SEPTIMUS PRAETORIUS, Lily's father and the owner of the vast business empire of HOUSE PRAETORIUS. By his side is ELIZABETH PRAETORIUS, his wife and Lily's mother, every inch the mistress of the house.

MR. PRAETORIUS
My fellow Citizens! A toast to my daughter and her fiance --

All eyes turn to Lily and Frankenstein, standing together.

MR. PRAETORIUS (CONT'D)
-- and to the joining of two of the oldest families of the Enclave --
(a grin)
-- in a bond even stronger than business!

LAUGHTER from the guests.

MR. PRAETORIUS (CONT'D)
(raising his glass)
I salute the next generation, bringing forward our legacy.

Glasses CLINK, people CLAP.

TIME CUT TO:

EXT. FORMAL DINING ROOM - LATER -- NIGHT

As the dancers swirl and spin, Lily stands by herself on the edge of the dance floor, alone and thoughtful.

POV LILY as she looks across the room, watching Frankenstein deep in conversation Mr. Praetorius.

Mrs. Praetorius comes up beside Lily, handing her a glass of champagne. Her tone is pleasant and motherly, with an edge of dry frankness.

MRS. PRAETORIUS
It is your engagement party, my dear. It's customary to enjoy it.

Lily smiles, a little wanly.

LILY
Mother, did you ever wonder...
(pauses, tries again)
When you got married, were you -- sure?

Mrs. Praetorius considers for a moment before she answers.

MRS. PRAETORIUS
Lily -- our ancestors created technology corporations so vast, so powerful, that in any other time they would have been called kingdoms. In the time of the Uprising, government failed, society failed -- but the Enclave stood.
(MORE)

MRS. PRAETORIUS (CONT'D)
(beat)
Marriage, for us, is not just about love, but duty.

LILY
I know, but --

MR. PRAETORIUS
We have brought the world order. Your marriage is a part of that order.

LILY
(surprised)
Are you saying -- you married for duty?

MRS. PRAETORIUS
(a smile)
I married for love. Just as you will.

Mrs. Praetorius takes her daughter's arm.

MRS. PRAETORIUS (CONT'D)
Victor is a brilliant man, perhaps the finest scientist the Enclave has ever produced. You belong at his side.

LILY
Do I?

Mrs. Praetorius steers her out toward the party guests.

MRS. PRAETORIUS
Of course you do, my dear. Of course.

INT. CORRIDOR TO KITCHEN -- NIGHT

In a corner of the dining hall, the corridor that leads to the kitchen is busy with servants, hurrying back and forth -- but near the door, Amelie has been cornered by an OBNOXIOUSLY DRUNK CITIZEN, a young man named BARNETT.

BARNETT
A Class One Personal Guard -- that's a lot of training for a little groundie girl.

The servants FLOW around the two of them, determinedly NOT LOOKING at Amelie's plight.

AMELIE
(working to keep her temper)
Sir, I'm sorry, but I really have to get back to work --

Amelie turns to go, and Barnett slams an arm against the wall, blocking her way.

BARNETT
Just a little taste, that's all I want. I bet you're fast and strong -- and flexible as hell.

Amelie leans in close to his face --

AMELIE
I could snap you in half like a twig.

BARNETT
(grinning)
And I could see to it you never work in the Enclave again. Your word against a Citizen, who do you think Praetorius will believe?

He grabs her by the waist, JERKING her close to him.

BARNETT (CONT'D)
(a whisper)
Now which of us do you suppose is more dangerous?

He pushes her up against the wall, CLAMPS one hand over her breast, and KISSES her hard. Finally Barnett peels himself off her, pats her on the cheek.

BARNETT (CONT'D)
That's all for now, little groundie.

He heads back for the party, leaving Amelie stiff and TREMBLING with anger and humiliation.

EXT. BALCONY OUTSIDE DINING ROOM -- NIGHT

Lily stands on the balcony outside the dining room, her back to the arched crystal doorways.

A breeze whispers over the long, floating panels of her dress. She puts her hands on the railing, as we saw her do before, and LEANS out into the wind --

FRANKENSTEIN (O.S.)
Don't stand so close to the edge, Lily.

Lily turns, as Frankenstein comes out onto the balcony.

FRANKENSTEIN (O.S.) (CONT'D)
You know it makes me nervous.
(as she steps back)
I've just told your father: the work you finished on recombinant proteins -- it was wonderful.

Lily SMILES like a student being complimented by her teacher.

LILY
(pleased)
So you'll be able to use it?

FRANKENSTEIN
It solves an entire raft of problems I've been having with the subcellular enzyme markers. It's perfect.

Frankenstein moves closer to her, puts a hand over hers.

FRANKENSTEIN (CONT'D)
I know I've spent more time with my research than you, lately. But I'm close, Lily. So close I can practically taste it.
(pause)
And it's time I told you what I'm working on.

LILY
(surprised)
But I already know. Nanobots that can slow down aging --

FRANKENSTEIN
No. Not slow it down.
(intense)
Stop it altogether.

Lily looks at him for an amazed moment.

LILY
That -- that's impossible --

Frankenstein takes both her hands in his, holding them tight.

FRANKENSTEIN
The 'bots I am designing will regenerate human tissue, rebuild it on a molecular level -- keeping the body in a state of perfect, permanent stasis.

Lily pulls her hands back, looking at him with disbelief.

LILY
You're talking about immortality.

FRANKENSTEIN
Yes. I am.

There is a strange EXHILARATION to his tone, his eyes flashing with passionate intensity. Lily turns away from him, looking out over the glittering skyscape, deeply TROUBLED.

FRANKENSTEIN (CONT'D)
I will turn back death itself.
(caught up in his vision)
An eternal youth, that never gives way to disease or age --

LILY
(suddenly, interrupting)
What if we weren't meant to be eternal?

Her words JAR Frankenstein out of his euphoria -- although he doesn't catch the DOUBLE MEANING of what she's said.

FRANKENSTEIN
Don't be ridiculous.

LILY
I'm serious, Victor. Maybe it's possible to push science too far. Knowledge isn't the same as widsom --

FRANKENSTEIN
(almost angrily)
You sound like a superstitious child!

Lily bridles at his patronizing tone.

LILY
Just because we <u>can</u> do something, doesn't automatically mean we <u>should</u>.

Frankenstein changes tack, putting his arms around her from behind, holding her close, his tone SOOTHING.

FRANKENSTEIN
Try to see what this could mean. No more sickness, or old age, or death.

Again, Frankenstein's eyes LIGHT with the passion of his vision -- or is it OBSESSION?

FRANKENSTEIN (CONT'D)
In all history, no man ever gave such a wedding gift to his bride -- our House will own the secret of immortality. I'll give you the world, Lily.

Her back still to Frankenstein, Lily looks down past the Enclave towers, to the muddy lights of the Lower Realm.

FRANKENSTEIN (CONT'D)
(exultantly)
And we will share it forever.

Frankenstein tightens his arms around her -- but suddenly it seems more like a CAGE than an embrace.

INT. DINING HALL -- NIGHT

Lily comes into the hall, going straight to the door where Amelie is posted.

LILY
I think I could use a drive.

Amelie nods. It's not like she's having a great time.

AMELIE
Fine by me --

But before she can finish, Lily SCOOPS up a drink from a passing tray, raising the glass to a startled Amelie.

LILY
(a slightly hysterical edge)
To forever!

Amelie watches, ASTONISHED, as Lily DOWNS it in one long gulp -- then PLUNKS the glass back down.

LILY (CONT'D)
Let's go.

Lily abruptly heads out. Amelie SCRAMBLES after her --

AMELIE
Um -- where?

CUT TO:

EXT. BASE OF TOR PRAETORIUS -- NIGHT

A long black cloak wrapped around her dress, Lily steps off the skylift with Amelie at her side. A stiff WIND has begun to blow; STORMCLOUDS billow over the night sky.

At the base of each of the skylifts are SECURITY ZONES separating the Lower Realm from the Enclave -- like the entrance to a gated community, taken to the EXTREME.

Here at Tor Praetorius, liveried ARMED SENTRIES control all access, checking I.D.'s and logging in every visitor. The Sentries NOD respectfully to Lily as she passes.

Sleek black GROUNDCARS are parked in a neat row by the Zone. Amelie puts her palm against the hand-shaped indentation in the groundcar door -- the PALMLOCK glows briefly, recognizing her HANDPRINT, and the groundcar door THUNKS open.

EXT. GROUNDCAR ON STREETS -- NIGHT

The groundcar whispers silently along the darkened streets of the Lower Realm, its rounded windows an impenetrable opaque BLACK, reflecting back the night like shiny insect eyes. THUNDER rumbles overhead, low and distant.

INT. GROUNDCAR ON STREETS -- NIGHT

Amelie is driving. Suddenly, a CLAP of THUNDER booms out, followed by a BRIGHT FLASH of LIGHTNING.

Amelie peers out the windshield -- the GUSTING WIND drives scraps of trash and paper in whirling eddies over the streets; thunder CRASHES again (but no rain yet.)

AMELIE
Are you sure this is a good idea?

Sitting in the backseat, Lily stares absently out the one-way windows. LIGHTNING flares across her face.

LILY
(lost in thought)
No.

The car SLOWS -- ahead, an ABANDONED CHURCH looms in the beams of the headlights.

EXT. ABANDONED CHURCH - NIGHT

The groundcar glides to a halt in front of the deserted church. Broken stained-glass windows stare like gaping wounds in stone flesh; one of the double wooden doors HANGS open from a rust-eaten hinge.

Lightning STREAKS across the sky -- the sudden FLASH reveals BEN silhouetted in the doorway. Waiting.

INT. ABANDONED CHURCH -- NIGHT

Lily DARTS into the church, the building wind WHIPPING her cloak around her -- RACK FOCUS over her shoulder to see that Amelie has remained outside IN THE GROUNDCAR --

-- and THE CHURCH DOOR SWINGS into the foreground, cutting off our view of the outside as Ben HEAVES the door SHUT.

For a moment, Ben and Lily just look at each other. She is breathing hard from her dash in, her hair in wild wind-blown tendrils across her face.

BEN
(finally)
I didn't think you'd come. Not tonight.

LILY
Neither did I.

He takes a hesitant step toward her.

LILY (CONT'D)
I shouldn't have.

Ben comes closer, bringing them only INCHES apart. He gently brushes a stray lock of hair from her cheek.

BEN
You always say that.

And suddenly, it's as if something unseen and uncontrollable is PULLING them toward each other -- and they KISS.

LILY
(a whisper)
No, wait --

Ben pulls her even CLOSER.

BEN
And you always say that, too.

They KISS again, harder this time, PASSIONATE. Lightning FLARES, the stained-glass casting splashes of violent COLOR on the gouged stone floor -- and then Lily PULLS AWAY.

LILY
I --

(MORE)

LILY (CONT'D)
(getting ahold of herself)
I'm sorry. It's wrong --

BEN
Marrying him? Or loving me?

LILY
(flaring)
That's not fair.

Ben turns away, strides toward the altar, FRUSTRATED.

BEN
It's not fair that every time I get near you, I feel like my skin is on fire. It's not fair that when I'm talking with you, it's as if the whole world has fallen away -- and I don't even care. It's not fair that I met you <u>after</u> you'd gotten engaged --
(beat)
-- to someone you don't even love.

LILY
(defensively)
Victor is a brilliant man -- a genius --

BEN
(not letting it go)
<u>Do you love him</u>?

Ben and Lily's eyes LOCK, challenging, a silent contest of wills -- but after a beat Lily LOOKS AWAY, unable to meet his gaze.

Outside, the wind SINGS against the stone, a whistling, insistent KEENING.

LILY
(torn)
You don't understand. It's about more than that -- I have a duty, a responsibility as a Citizen --

BEN
(scoffing)
To what? The good of the Enclave?

Like most people deeply in love, they FIGHT as passionately as they kiss.

BEN (CONT'D)
It only exists so the Houses can keep their stranglehold on technology! The rest of us are left to rot below, good for nothing but raw material --
(a harsh dig)
-- like organs.

LILY
(furiously)
Don't you dare. You hate the Enclave, so you accuse my father --

Lily stalks up to the altar where Ben is.

LILY (CONT'D)
The Houses rescued the world from the brink of destruction, we recreated it --

BEN
(sarcastic)
That's why none of you set foot downside without a personal guard.
(disgusted)
Get out of your groundcar sometime, Citizen, and walk around -- take a real look at the world your people have made.

Suddenly, Ben seems to lose all his anger. Standing in front of the altar, he takes her hands, his tone almost BESEECHING.

BEN (CONT'D)
You don't belong with them, Lily. You belong with me --

And at that moment, THUNDER CRASHES overhead -- the whole church seems to SHAKE --

-- and one of the floor-to-ceiling stained-glass windows SHATTERS inward, the face of the Virgin Mary COLLAPSING in a rain of glittering shards.

The storm winds WHIP through the jagged broken window. Lily STARTS as though awakened from a dream. She SNATCHES her hands back from Ben.

LILY
(a whisper)
I can't --

BEN
Lily, wait --

LILY
(anguished)
I can't.

And Lily turns and RUNS out of the church.

INT. GROUNDCAR ON STREETS -- NIGHT

Amelie speeds over the windy, refuse-strewn roads, Lily silent in the backseat, her face streaked with drying tears.

AMELIE
(angrily)
What the hell did he say to you?

Lily doesn't even seem to hear the question, looking out the window at the streets of the Lower Realm FLYING by.

LILY
(suddenly)
Stop.

AMELIE
What?

LILY
Right here. Stop. I want to walk.

EXT. LOWER REALM STREETS -- THE SQUARE -- NIGHT

Amelie and Lily walk through the teeming streets of the Lower Realm. Lily is looking around like she's never really seen it before -- or perhaps she's just never bothered to look.

Lightning and thunder PUNCTUATE what she sees, the wind WHIRLING angrily through the filthy streets.

This area is called **THE SQUARE**, the center of Lower Realm commerce in the area near Tor Praetorius -- shops stuffed with VR paraphenalia jammed next to cheap restaurants, overflowing bars, run-down grocery stores and liquor shops.

VR JUNKIES lie slumped against the walls; MEDIASTAT PEDESTALS spin graphic holograms of the latest, most horrible news; PROSTITUTES of both genders wander the streets.

AMELIE
(re: the Lower Realm)
Dark. Squalid. Noisy. The same as it was when I left this morning. Is there some point to this?

But Lily is looking past her at **A LITTLE STREETWISE GIRL**, maybe 8, dressed in provocative clothes meant to make her look much older -- but she looks more PATHETIC than sexy.

She stands on a corner selling VR BRAINSETS from a basket, the gear the VR junkies use.

STREET GIRL
(sing-song)
'Sets for sale, Enclave quality at bootleg prices. Jack in for the smoothest ride of your life, seamless continuity, direct sensory input --

Lily looks at the basket, then at the Little Girl. In her skimpy clothes, the Little Girl is SHIVERING in the bitter wind, but defiantly trying to hide it.

LILY
You use this stuff?

STREET GIRL
(insulted)
Me? I'm no wirehead, lady.
(hard)
You buying?

Lily reaches into her bag.

LILY
Yes.

AMELIE
What -- ?

The Girl holds out her hand expectantly -- and Lily puts a flat plastic CREDIT CHIT into her hand.

LILY
I'll take all of it.

The Girl's eyes go WIDE as she looks at her palm.

LILY (CONT'D)
Go buy yourself some decent clothes.
Get out of here.

The Girl drops the basket, turns and SCAMPERS off. Amelie looks at her, totally MYSTIFIED.

AMELIE
Lily, what is this about --

But before she can go on, a MUGGER slips out of the shadows of an alley directly behind Amelie and GRABS her, a KNIFE glittering in his hand.

Lily STARTS, frightened -- but Amelie, who has the knife to her throat, just ROLLS HER EYES in IRRITATION.

MUGGER
My, my -- what a lovely pair of ladies, and so generous.
(leering)
I'll bet you have something left over for me --

AMELIE
(disgusted)
Oh, I really don't have the time.

Amelie GRABS him by the wrist, TWISTING his knife hand with quick, painful PRECISION.

The knife CLATTERS to the street -- Amelie THROWS the Mugger back, then WHIRLS around in a single fluid motion, KICKING him high in the chest and sending him SLAMMING into the building wall.

He SLIDES down the wall, UNCONSCIOUS.

LILY
(an understatement)
Wow.

Amelie brushes stray bits of MUGGER DIRT from her uniform.

AMELIE
That's what you pay me for.
(impatiently)
Can we go now?

And from above, the first heavy drops of RAIN start to FALL.

EXT. BASE OF TOR PRAETORIUS - SECURITY ZONE -- NIGHT

Amelie returns to the groundcar to its space as Lily is waved through the Secure Zone by the Praetorius Sentries.

Headed for the skylift, Lily turns back to Amelie for a moment. The rain is starting to fall THICK AND FAST now.

AMELIE
What do you think?

Lily peers up at the sky -- but she's answering a different, unspoken question.

LILY
The storm's just going to get worse.

Amelie DARTS out into the rain, headed back for her home in the Lower Realm.

HIGH OVERHEAD as Lily and Amelie go in opposite directions -- the POURING RAIN sealing them apart like a liquid curtain.

INT. SOLARIUM -- NIGHT

The Solarium in Tor Frankenstein. Tall, graceful GLASS PARTITIONS divide cascades of exotic plants, a riot of lush and overgrown foliage.

Frankenstein sits among the greenery, paging through holodisplay images. Lily enters, her cloak DRIPPING rain.

LILY
Igor told me you were here.

Frankenstein stands, looking concerned and a little IRRITATED.

FRANKENSTEIN
Where have you been?

LILY
I went for a walk. I need to talk to you about something --

But Frankenstein is barely listening.

FRANKENSTEIN
Five hundred guests, and you disappeared without a word. We had to tell people you were sick! It was very inconsiderate --

LILY
Victor, please. Just -- just listen.

Something in her tone stops him short.

FRANKENSTEIN
What is it? Is something wrong?

Lily takes a deep breath, like someone about to STEP OFF A CLIFF.

LILY
(simply)
I can't marry you.

Frankenstein looks as if she's SOCKED him in the stomach.

FRANKENSTEIN
You don't mean that -- you're not serious --

LILY
Yes, I am. Deadly serious.

FRANKENSTEIN
This is some kind of pre-wedding jitters, you're just nervous, that's all --
(can't believe it)
You wouldn't do something like this, I know you --

LILY
How can you, Victor?
(softly)
I don't even know myself. And until I do, I can't be with you --
(half to herself)
-- or anyone.

Frankenstein just GAPES at her as the realization starts to SINK in -- she's leaving him.

FRANKENSTEIN
(in disbelief)
Lily -- can't you see what I'm offering you? My discoveries -- my life -- and all I want is to lay it all at your feet.
(desperately)
No one has ever understood my work, understood me, as you have --

LILY
(agreeing)
Sometimes, it feels like we share one mind.
(sadly)
But not one heart.

She turns for the door. Frankenstein STRIDES after her, grabbing her by the arm.

FRANKENSTEIN
(suddenly suspicious)
Is there someone you share your heart with? Someone else?

Lily looks down, unable to lie -- Frankenstein's WORST FEARS are confirmed. His hurt is replaced by dawning FURY.

FRANKENSTEIN (CONT'D)
What's his name?

LILY
(an admission)
This -- this isn't about him --

FRANKENSTEIN
(furiously)
His name!

Lily, STARTLED by the sudden DEPTH of Frankenstein's ANGER, answers without thinking.

LILY
Ben Morran -- the detective, from downside --
(getting frightened)
Victor, let me go!

But Frankenstein JERKS her closer to him, GRABBING her by the shoulders and SHAKING HARD.

FRANKENSTEIN
I won't allow this, do you hear me?

He shakes her HARDER, as if he can make her love him with sheer FORCE OF WILL --

FRANKENSTEIN (CONT'D)
I love you -- you're mine!

Lily STRUGGLES, pulling one arm back and SLAPPING him across the face with stinging force -- and suddenly everything goes OUT OF CONTROL.

Frankenstein turns his head back from the slap, red-faced with BETRAYAL and FURY -- and he strikes her back, BACKHANDING Lily with all the force of his raging emotions.

Lily WHIRLS around, FLUNG back by the force of the blow -- and she SLAMS into one of the arched GLASS PARTITIONS.

ON FRANKENSTEIN'S FACE, frozen in horror and disbelief, as **LILY CRASHES THROUGH THE PARTITION**.

TIME SLOWS as the shattered glass RAINS down, a hail of sparkling shards on the glossy green foliage -- mixed with dark red drops of LILY'S BLOOD.

BACK TO NORMAL TIME -- Lily lies SPRAWLED facedown in the ruins of the partition. Frankenstein takes a faltering step toward her --

FRANKENSTEIN (CONT'D)
Lily?

She doesn't STIR -- but blood SEEPS down onto the glass below her, dark PLUMES of crimson.

With terrified PANIC, Frankenstein GRABS Lily by the waist, PULLING her back from the partition, TURNING her over --

-- to see a DEEP GASH torn into her chest, DIRECTLY OVER HER HEART. Blood stains her dress, a BLOSSOM of dark red.

FRANKENSTEIN (CONT'D)
(anguished)
Lily -- please --

We follow his gaze TO THE BROKEN PARTITION -- a jagged SPEAR OF GLASS points upward, razor-sharp edges bright with blood.

Lily's eyes FLUTTER open, dazed with PAIN and SHOCK. She slowly FOCUSES on Frankenstein --

LILY
(struggling to speak)
You had... no... right...

-- she STIFFENS, her eyes WIDEN -- and then go DARK.

FRANKENSTEIN
No -- no --

Frankenstein drops to his knees, holding her, almost HYSTERICAL with grief and shock.

FRANKENSTEIN (CONT'D)
(anguished)
Come back to me...

CUT TO:

INT. FRANKENSTEIN'S LAB -- NIGHT

The lab looks strangely MEDIEVAL in the dim light, equipment casting spiked shadows on the dark crystal walls. Rain POUNDS on the transparent glass-and-metal spire overhead.

We WHIP through the maze of machinery and equipment to find FRANKENSTEIN AT THE GURNEY, working feverishly over Lily's DEAD BODY.

Thunder CRASHES above as Igor enters the lab, disheveled and concerned.

IGOR
Doctor, you sent --

His voice TRAILS OFF as he sees LILY'S BODY on the gurney.

IGOR (CONT'D)
-- for me...

FRANKENSTEIN
I need your help.
(off Igor's frozen look)
Quickly!

Igor hurries over, looking DAZED as he begins PREPPING Lily's body, cutting open her dress, CLEARING away the blood.

Frankenstein switches on the TABLE MACHINERY -- the control panel slides out, the monitors FLICKER to life. He runs his hands over Lily's wet hair, possessive, tender, desperate.

FRANKENSTEIN (CONT'D)
(repeating, softly)
Come back to me.

Frankenstein FLIPS a switch --

-- and a barrage of hair-thin NEEDLES on long, jointed legs rise from the sides of the gurney and BURY themselves in Lily's body, like a MONSTROUS SPIDER pinning her from beneath.

Igor looks at Frankenstein like he's lost his mind.

IGOR
Doctor -- I think you may not quite grasp the severity of the situation --

Frankenstein doesn't pay any attention, using the servitors to operate the needles.

ON THE MONITOR, we see the needles launch fleets of NANOBOTS into Lily's body. Frankenstein ZOOMS IN on her HEART: the muscle lies inert and still, a gaping TEAR across its center.

IGOR (CONT'D)
(carefully)
She's -- dead.

Frankenstein spares Igor an impatient glance.

FRANKENSTEIN
It's only one step beyond prolonging life, to restore it.

And as he speaks, SWARMS of bug-like nanobots construct a LATTICEWORK over the tear in her heart muscle, a metallic mesh stitching the heart back together.

FRANKENSTEIN (CONT'D)
I'm going to bring her back.

Lightning FLASHES -- thunder CLAPS as the storm RAGES above them with HOLY FURY.

FRANKENSTEIN (CONT'D)
(back to the controls)
Adrenal and hormonal stimulation --

ON THE MONITOR, the 'bots release a FLOOD of fluid into the bloodstream.

FRANKENSTEIN (CONT'D)
Electrochemical burst --

Around the heart, the machines suddenly SURGE with a tiny CRACK of electricity -- the heart JUMPS -- but doesn't start.

IGOR
It's not working.

Again, a SNAP onscreen as the 'bots release a tiny charge -- again, the heart JUMPS -- but then LIES STILL.

FRANKENSTEIN
No --
(in a fury, to Lily)
No!

He abandons the controls, leaning over Lily's body. He POUNDS her on the chest in violent desperation --

FRANKENSTEIN (CONT'D)
Live, goddamn you! Live!

A sudden FLASH of BRILLIANT LIGHT -- as **A FORK OF LIGHTNING** RIPS through the night sky directly above them, CRACKING the metalwork of the spire, SNAKING DOWN in a bright web of light --

-- RACING down the metal tracery of lab machinery to ENVELOP THE GURNEY in one shocking, BLINDING moment of SEARING light.

FRANKENSTEIN is THROWN from the body by the sheer electrical POWER of the blast. He TUMBLES across the floor. BLUE-WHITE BOLTS DANCE over Lily's body.

THUNDER PEALS in a DEAFENING CRASH, as if the sky is SPLITTING -- and the lab goes DARK, the power BLACKING OUT.

Residual energy from the thunderbolt CRACKLES over the darkened room, SPARKING across the equipment -- and in the DARKNESS, **LILY'S BODY** GLOWS with faint blue-white light.

FRANKENSTEIN GROANS, sprawled against overturned equipment.

FRANKENSTEIN (CONT'D)
What -- happened -- ?

Emergency lighting FLICKERS ON, then off again -- in the moment of thick GREEN light, we see **LILY'S BODY ON THE GURNEY** still and motionless, hands outflung and limp.

Igor scurries to Frankenstein's side, helps him to his feet -- their backs to the gurney, Lily not in their line of sight.

IGOR
Lightning --

The emergency lights FLICKER back on for a MOMENT -- and in that INSTANT we see **LILY'S HANDS MOVE**, CLUTCHING the edge of the gurney.

IGOR (CONT'D)
The laboratory spire was hit. A power failure --

Another BUZZ and HISS as the EMERGENCY LIGHTING cuts on and STAYS ON, bathing the room in deep underwater green --

-- and LILY'S EYES ARE OPEN.

Lily STIRS on the gurney -- with a HISS of automatic machinery, the needles DRAW OUT of her body.

Igor and Frankenstein both TURN at the sound --

-- and Lily turns her head to LOOK AT THEM, eyes wide with confusion and wonder.

IGOR (CONT'D)
(amazed)
Doctor -- it -- it's alive.

Frankenstein hurries to her side, bends over Lily TRIUMPHANTLY. She STARES up at him.

FRANKENSTEIN
Not "it," Igor. She.

He reaches down to touch her face --

-- and Lily GRABS him by the neck, knuckles WHITE with the force of her grasp, repeating the LAST WORDS she spoke as she DIED --

LILY
(rasping, hoarse)
-- no -- right --

Frankenstein STRUGGLES to pull away from her -- but her grip is shockingly STRONG, he can't pull loose.

FRANKENSTEIN
(gasping)
Please --

LILY
(in pain)
Ah!

Lily looks down -- to see Igor has plunged a HYPO into her thigh, and is INJECTING her.

She looks back furiously at Frankenstein, but her grip is already LOOSENING, her body quickly going SLACK.

Frankenstein JERKS away from her, punching the CONTROLS -- the STERILE DOME snaps up around her, encasing her in GLASS. Lily POUNDS weakly on the clear dome --

LILY (CONT'D)
No...

-- and she PASSES OUT. Frankenstein rubs his neck, then takes the hypo from Igor, checking the level of tranquilizer.

FRANKENSTEIN
She will be awake by morning. There isn't much time.

INT. TOR FRANKENSTEIN POWER GENERATOR ROOM -- NIGHT

Igor flips RESET SWITCHES in the vast, dark hall of a GENERATOR ROOM. The green emergency light flickers, then GOES OFF -- as FULL POWER comes back online.

INT. CORRIDOR OUTSIDE GENERATOR ROOM -- NIGHT

Igor hurries out of the Generator room, the door closing with a solid self-locking THUNK behind him --

-- and we see the door is marked POWER GRID: UPPER LEVELS, with the whirling atom symbol for NUCLEAR POWER beneath it.

TIME CUT TO:

INT. FRANKENSTEIN'S LABORATORY - NIGHT

With Igor looking on, Frankenstein is in the middle of another nanosurgical procedure on Lily, concentrating as he operates a forest of NEEDLES inserted in the back of Lily's neck.

FRANKENSTEIN
The tracers are finding more damage than I'd hoped.

ON THE MONITOR, many-spiked 'bots migrate through Lily's BRAIN TISSUE, BUILDING in clumps over the spongy pink-grey wrinkles.

FRANKENSTEIN (CONT'D)
But the neural patches should hold until the 'bots can heal it --

Igor, pacing nervously, can't listen to another word.

IGOR
I'm sure she'll be very grateful that you fixed her brain --
(sarcastic)
-- after you killed her.

He THROWS his hands up in frustration.

IGOR (CONT'D)
Has it occurred to you that when she wakes up, she's going to hate you?

FRANKENSTEIN
(preoccupied)
The mind can be manipulated as well as the body, by the same means.
(piloting the needles)
It's just a matter of knowing the areas where short-term memories are stored --

ON THE MONITOR, the 'bots settle in circles on the brain tissue, ARCS of blue-white electricity HUMMING between them.

FRANKENSTEIN (CONT'D)
(operates the machine)
-- and erasing them.

The cerebral tissue within these circles EVENS OUT, plumping up to a kind of disturbingly BLANK SMOOTHNESS.

Frankenstein looks up at Igor. He is HAGGARD AND DISHEVELED -- but his mind seems almost unnaturally FOCUSED.

FRANKENSTEIN (CONT'D)
She won't hate me -- because for her, the last few hours never happened.

IGOR
(still not convinced)
Which means she'll simply leave you <u>again</u>, because she's forgotten she already did it.

FRANKENSTEIN
(cold determination)
No.

He bends over the servitors, and releases another FLOOD of differently-shaped nanobots into her mind.

FRANKENSTEIN (CONT'D)
What she calls "love" is just electrical-chemical interactions in the brain. Those 'bots are flooding her nervous system, programmed to key on <u>me</u> as a stimulus -- my voice, my image.

<u>ON THE MONITOR</u>, 'bots SWARM over her cerebrum, concentrating in small burrowing groups in the fissures of her brain.

FRANKENSTEIN (CONT'D)
Whenever she thinks of me, they will trigger a surge of electrical-chemical activity.
(darkly jealous)
What she felt for <u>him</u>, she'll feel for me. And as for the detective --

<u>ON THE MONITOR</u>, the 'bots begin CAUTERIZING tiny spots, a cell here, a cell there, looking like FIREFLIES flickering blue-white through Lily's brain tissue.

FRANKENSTEIN (CONT'D)
I'm destroying any cells that contain neural signatures matching his image.
(hard)
I'll tear him from her mind by the roots --

Lily lies silent and serene under the glass dome, her expression peaceful. The glass SLIDES BACK.

Frankenstein runs his hand lightly over her cheek, in COLD TRIUMPH.

FRANKENSTEIN (CONT'D)
-- as if he never existed at all.

INT. LILY'S ROOMS - DAWN

Lily's bedroom. The sun is beginning to STREAK the sky outside of the crystal walls, sending fingers of light REACHING across the bed --

-- where Lily lies PEACEFULLY ASLEEP.

Her eyes slowly FLUTTER open -- suddenly, she SITS UP, one hand GRABBING at her chest in a PANIC.

Lily pulls open her white NIGHTGOWN, as if half-expecting to see the WOUND from the previous night -- but the skin on her chest is SMOOTH and UNBROKEN.

EXT. SKYWAY BRIDGE - DAY

Dressed now, Lily crosses the garden toward Frankenstein's lab. There is something SUBTLY DIFFERENT about the way she moves -- smoother, a hint of muscular, cat-like GRACE.

INT. FRANKENSTEIN'S LAB - DAY

Frankenstein works at a microscope array. Lily comes up behind him, utterly SILENTLY, raises her hands -- and CLAPS them over his eyes.

Frankenstein WHIRLS, panicked, GRABBING her by the wrists as if to fend off an attack.

LILY
(playfully angry)
Good morning to you, too.

Frankenstein looks around nervously, then looks back at her. Did the procedure work?

LILY (CONT'D)
(teasing)
Stop it, Victor. No one's watching.

And she KISSES him -- deep, sensual, completely abandoned. Like her movements, this too seems somehow more animal, more open than what we saw of her before.

LILY (CONT'D)
I think I had too much to drink -- I can't even remember how the party ended.

FRANKENSTEIN
You didn't miss much.
(looking around)
Where's Amelie?

LILY
I gave her the morning off.

Lily runs her fingers over his face seductively.

LILY (CONT'D)
I had such awful dreams last night.
I barely slept.

Frankenstein is a little off-balance at this new, provocative Lily.

FRANKENSTEIN
Yes -- I was up late in the Lab, I didn't get much rest either --

Lily takes his hands from the microscope array, reaches over and SHUTS IT OFF.

LILY
(softly)
You work too much.

INT. FRANKENSTEIN'S ROOMS -- DAY

Holding Frankenstein's hands, Lily leads him into his rooms. Frankenstein looks a little DAZED by her unexpected behavior.

FRANKENSTEIN
(protesting)
Lily -- it's first thing in the morning --

He gestures helplessly at the transparent crystal walls, looking out over the light-washed Enclave.

FRANKENSTEIN (CONT'D)
Anyone could be watching --

Lily walks to the wall, adjusts the controls -- the walls OPAQUE, the view of the Enclave VANISHING into a shimmering, deep blue.

Lily turns to him with a PREDATORY LOOK.

LILY
No one's watching you now, but me.

DISSOLVE TO:

INT. FRANKENSTEIN'S ROOMS - (LATER) -- DAY

Lily and Frankenstein MAKE LOVE passionately, almost ANIMALISTICALLY.

There is an ABANDON to her, a wildness to the way she touches and responds to touch -- aggressive, insistent, as if POSSESSED by the power of her own desire.

Lily sits astride him, ARCHING her back, eyes closed --

PULL BACK to see Lily from behind, her back curved smoothly over Frankenstein -- and suddenly we see SOMETHING MOVING BENEATH HER SKIN.

For an instant all her BLOOD VESSELS stand out in sharp RELIEF, a bizarre tracery of veins and arteries -- all PULSING with TINY, SKITTERING movements just beneath the skin.

And just as quickly, they SINK back into her flesh -- VANISHING COMPLETELY.

CUT TO:

INT. POLICE MORGUE -- DAY

The drab confines of the police morgue. Hawkins is working on an autopsy as Ben enters.

Ben's eyes are shadowed, his face stubbled. In short, he looks like someone miserably in love.

BEN
Heard you got a new chopshopper --

HAWKINS
Nope. Accidental death.

BEN
I'll just take a look at the files.

HAWKINS
(a little quickly)
Forget it. Body's gone, the files are sealed --

BEN
Sealed? But I'm the investigating officer --

HAWKINS
Look, don't you get it? There is no investigation.

Hawkins puts down his instruments, glances around nervously.

HAWKINS (CONT'D)
I shouldn't even be talking to you about this --

BEN
(rising frustration)
About what? What the fuck is going on?

HAWKINS
Chopshoppers go straight to the Dustyard, no autopsies, no questions asked. Especially by you. We're getting serious pressure from upstairs -- way upstairs.
(shaking his head)
I don't even want to think about who you've pissed off this time.

BEN
I can make a pretty good guess.

HAWKINS
Yeah, well, do us all a favor: for once in your life, lie low.

Hawkins turns back to his autopsy work.

HAWKINS (CONT'D)
You're walking the edge, Morgan. And someone's just waiting to push you over.

CUT TO:

EXT. BALCONY OUTSIDE LILY'S ROOMS -- MORNING

A bright, clear morning dawns over the Enclave. Mirroring the first time we saw her, Lily walks out on the balcony -- but this time she STRETCHES INDOLENTLY, with her new, strangely feline grace.

O.S. from above, the KEENING CRY of the HUNTING FALCON sounds. Lily looks up quizzically -- and overhead, she sees the falcon CIRCLING, once again swooping over its predatory territory.

Lily moves to the edge of the balcony, putting her hands on the glassine railing -- but now she leans out with confidence, not clutching the railing but only lightly holding it.

She turns her face up to the sky, watching the falcon DIVE -- and at that moment, the bright orb of the sun clears a tower, sending a BLAZE of breaking light raking over her face, shining right into her eyes --

-- and Lily has a sudden, terrifyingly vivid FLASH OF MEMORY. The blazing sunlight FLARES into BLINDING WHITENESS --

SMASH CUT TO:

INT. FRANKENSTEIN'S LABORATORY (LILY'S VISION) -- NIGHT

POV LILY as the searing light seems to DISSOLVE, revealing surreal, nightmarish glimpses of metal, glass, needles -- and a SHAPE emerging from the brightness:

HER OWN HAND laced with blood, limp, lifeless -- and CRAWLING with BLUE-WHITE BOLTS OF ENERGY, crackling and SURGING over the skin.

Thunder CRASHES, DEAFENINGLY LOUD --

-- and her hand CONVULSES as it COMES BACK TO LIFE, fingers SNAPPING CLOSED like a SPRINGING TRAP.

EXT. BALCONY OUTSIDE LILY'S ROOMS -- MORNING

BACK TO SCENE

Lily's eyes are WIDE with shock, pupils FLARED and unseeing.

CLOSE ON HER HANDS as they CLOSE LIKE A VISE on the railing --

-- and the steel-strong glassine CRACKS -- then SHATTERS beneath her fingers, BROKEN by the sheer terrible FORCE of her grip.

INT. LILY'S ROOMS -- MORNING

Amelie enters Lily's rooms, looking past the clutter, through the open windows to the balcony --

-- just in time to see Lily TUMBLE FORWARD into empty space.

AMELIE
(a scream)
LILY!

Amelie SPRINTS for the balcony, hopelessly far away --

EXT. BALCONY OUTSIDE LILY'S ROOMS -- MORNING

-- but instead of HURTLING headfirst downward, Lily TWISTS in midair like a CAT, spinning and throwing her arms out with split-second timing --

-- to SLAM her hands into the base of the balcony, DIGGING her fingers into the ornate scrollwork of the balcony carvings like a rock climber.

With the weightless grace of a gymnast, Lily VAULTS herself up over the lip of the balcony, landing in a crouch --

-- to find herself facing Amelie, almost too shocked to speak.

AMELIE
What -- the hell -- was that?

INT. LILY'S ROOMS -- MORNING

Lily is getting dressed, looking none the worse for wear. Amelie looks over her, checking for injuries, rotating one of Lily's arms at the shoulder.

AMELIE
(almost accusing)
You aren't even bruised.

LILY
It's no big deal.

AMELIE
You could have died --
(looking at the arm)
-- not to mention, your arm should have torn right out of its socket --

In a sudden FLASH of unexpected ANGER, Lily WHIRLS on Amelie --

LILY
I'm fine! Just forget about it, all right?

Amelie steps back, looking startled -- and a little HURT.

AMELIE
Sorry.

Lily finishes pulling on her clothing, looks in the mirror. There is something slightly UNCERTAIN in her gaze as she looks at herself.

LILY
(almost to herself)
It was nothing. Really.

EXT. TENEMENT ALLEY - LOWER REALM -- DAY

A dour sky hovers over a crumbling, trash-strewn TENEMENT in the heart of the Lower Realm.

The ALLEY behind the tenement is draped with YELLOW POLICE TAPE -- marking a perimeter around A YOUNG WOMAN'S BODY that lies sprawled in the alley garbage.

Her torso has been neatly, surgically sliced open -- and her EYES are missing, nothing but dark sockets left in her face.

Hawkins is quickly going over the body with diagnostic equipment -- as Ben ducks under the tape, flashing his badge to the three UNIFORMED OFFICERS keeping back gawkers.

HAWKINS
(irritated)
Morran, you know you're not supposed to be here.

BEN
Relax, Hawkins. I'm just out for a walk, enjoying the scenery. Strictly recreational.

Hawkins is about to RETORT -- when his scanner starts BEEPING insistently, a red graphic FLASHING on the hand-held monitor.

HAWKINS
(reading the monitor)
Dermis and blood under the nails --

Ben leans over Hawkin's shoulder, craning at the readout.

BEN
-- and it's not hers.
(excited)
You've got remote access -- run it through the Registry.

HAWKINS
Look, this one is already classified accidental --

BEN
What, she ripped her own eyes out?
(staring Hawkins down)
Run it through the Registry.

Hawkins looks at him -- then glances over at the Uniformed Policemen, who are too busy dealing with the growing CROWD of onlookers to pay any attention to him.

HAWKINS
(under his breath)
Goddammit, Morran --

Quickly, surreptitiously, Hawkins taps the keys on his remote console. Ben looks down at the empty, pathetic corpse.

BEN
She cleaned out?

HAWKINS
(voice low)
Every major organ. Guess somebody couldn't wait for her to get around to coming in herself.

BEN
It's just about the only way to get the eyes.

The remote finishes its SEARCH -- and the answer comes flashing up on the monitor: NO MATCH.

BEN (CONT'D)
(grimly)
Surprise, surprise.

CUT TO:

INT. CHAPEL - TOR PRAETORIUS -- NIGHT

A SEA of candles cast a ghostly, soft incandescence over **LILY AND FRANKENSTEIN** as they KNEEL in front of the altar for their WEDDING.

Lily wears a dress fit for a PRINCESS, with a long veil so delicate it seems nothing more than a SHIMMER in the air.

The chapel is PACKED with GUESTS, splendid clothes GLEAMING in the flamelight. A PRIEST intones the vows.

PRIEST
-- in the name of the Father, and the Son, and the Holy Ghost.

Frankenstein leans down, KISSING Lily without raising the veil -- their lips TOUCH with the gossamer shimmer of the veil between them, like the mask of a SHROUD.

PRIEST (CONT'D)
The Lord fill you with all spiritual grace, that ye may so live together in this life --

Frankenstein looks at Lily with burning eyes, possessive, exulting. Victorius.

PRIEST (CONT'D)
-- and that in the world to come, ye may have life everlasting.

FRANKENSTEIN
(with the congregation, fervently)
Amen.

INT. BALLROOM - TOR PRAETORIUS -- NIGHT

The spectacular WEDDING RECEPTION is in full swing in the grand ballroom of Tor Praetorius.

A riot of JOYFUL NOISE, eating, drinking and dancing -- with Lily and Frankenstein at the center of it all, WALTZING across the magnificent ballroom floor.

FRANKENSTEIN
I've never seen you look so beautiful.
(sincerely)
Are you happy?

Lily looks up at him with complete, unwavering TRUST.

LILY
How could I be anything else?

They SPIN across the dance floor, merging into the colorful, shifting pattern of swirling dresses and elegant black suits.

POV LILY as her eyes stray across the room -- to see **BEN** standing in the doorway, talking with the agitated Butler.

The waltz ENDS -- and Mrs. Praetorius SWEEPS up in an extravagant gown, clearly having a wonderful time.

MRS. PRAETORIUS
Doctor -- care to dance with an old lady? It's my last chance, before my daughter takes you out of circulation for good.

FRANKENSTEIN
(bowing)
I'd love to.
(a little teasing)
That is, if Lily doesn't mind --

Lily is barely paying attention, glancing uncertainly toward the doorway, trying to catch sight of Ben through the crowd.

LILY
(distracted)
No, please. Go ahead.

The music BEGINS again. Frankenstein twirls Mrs. Praetorius out onto the floor -- but

LILY

begins walking slowly across the crowded dance floor, moving through the dancers like someone entranced, in a straight line toward Ben.

The music BEATS faster -- Lily catches GLIMPSES of Ben through the swirling plumage of the dancers, as she comes CLOSER -- and CLOSER.

Ben doesn't see her -- he is deep in a HEATED DISCUSSION with Praetorius and other Enclave CITIZENS.

BEN
-- and since everyone in the Lower Realm is DNA-printed in the Registry --
(with signifcance)
-- we must assume the killer is not from downside.
(to Praetorius)
All we're asking is permission to take a few bloodprints --

CITIZEN 1
(outraged)
Of Enclave Citizens!

CITIZEN 2
This is ridiculous -- outrageous --

MURMURS of agreement from the Enclave men around Praetorius. Praetorius, however, keeps his cool, every inch the practiced, smooth businessman.

MR. PRAETORIUS
(hint of condescension)
Citizens are not catalogued in the Registry because it is so obviously unneccesary. This is some kind of mistake --

At that moment, Ben sees Lily come up behind her father. Ben's face closes into a hard MASK.

BEN
There's no mistake.

MR. PRAETORIUS
Without question, there is.
(a subtle threat)
And it's yours.
(pleasantly)
Without special warrant, you have no jurisdiction here --

But the sight of Lily seems to have pushed Ben beyond all hope of self-preservation.

BEN
(interrupting)
The man we're seeking would have deep scratches, probably on his face or hands --
(hard)
Perhaps one of you "gentleman" knows a man here with such injuries?

This is too insulting -- Praetorius finally loses it.

MR. PRAETORIUS
(thundering)
That's enough! You will leave this house at once! Your superiors will hear from me in the morning, Detective --

BEN
I'll see myself out, thanks.

Ben turns to go, pushing his way past the Citizens. He heads for the door --

-- and finds himself face to face with Lily. Their EYES LOCK -- she studies him curiously.

BEN (CONT'D)
(stiffly)
Miss Praetorius. Congratulations on your marriage. I'm --
(almost faltering)
-- very happy for you.

LILY
Thank you.

She STARES at him, her look frankly confused.

LILY (CONT'D)
Forgive me, sir, but -- have we met?

Ben looks at her with dawning shock -- she's acting as if she has <u>NO IDEA WHO HE IS</u>.

BEN
(low, worried)
Lily -- ?

Instinctively, he reaches out to touch her hand.

She PULLS AWAY, but his fingers BRUSH hers -- and Ben's TOUCH seems to go through her like an ELECTRIC CHARGE. She looks up at him, STARTLED, confused --

-- but at that moment, SENTRIES in Praetorius livery SURROUND Ben and PUSH him toward the door, cutting off any chance of him speaking to her --

-- just as Frankenstein hurries off the dance floor to her side, Mrs. Praetorius trailing behind him.

FRANKENSTEIN
(concerned)
Are you all right? Did that -- did he -- bother you in any way?

LILY
(thoughtfully)
No -- he congratulated me, actually.

Frankenstein looks at her, trying to hide his worry -- Mrs. Praetorius is clearly confused.

MRS. PRAETORIUS
Who is he?

LILY
(mystified)
I've no idea.

Frankenstein tries to hide it -- but he's clearly RELIEVED.

LILY (CONT'D)
I -- I think I'd like some air.

FRANKENSTEIN
(quickly)
I'll take you out on the promenade --

LILY
No, finish your dance with Mother.
(a quick grin at Mrs. Praetorius)
Or I'll never hear the end of it.

MRS. PRAETORIUS
Indeed you won't.

A little nervously, Frankenstein lets himself be led back onto the dance floor by Mrs. Praetorius -- as Lily heads for the wide archways that open onto THE PROMENADE.

EXT. BALLROOM PROMENADE -- NIGHT

A wide walkway that stretches all the way around the circumference of the ballroom tower, the BALLROOM PROMENADE is like a garden in the sky.

Torches mark the paths, and people STROLL in and out of the open archways to the party, taking the air and looking at the stars.

Lily steps out into the firelit darkness, disturbed, almost DAZED -- Ben's touch has clearly AFFECTED her deeply.

Ahead, she sees two FIGURES standing near a hedge, hidden by shadows -- and with surprise, she recognizes Amelie. Lily comes closer, quietly, staying in the shadows --

-- and we see it's Barnett, the same Citizen who was harrassing Amelie earlier. He has her backed against a tree, one hand inside her uniform jacket, KNEADING her breast.

Amelie is looking at the ground, her skin practically CRAWLING with humiliation and disgust.

BARNETT
(a seductive whisper)
You know what I really like?

And he PULLS Amelie closer, SHOVING his face down into hers for a caricature of a kiss --

BARNETT (CONT'D)
All that muscle, all that strength -- and you can't even touch me unless I say so --

And without a sound, Lily suddenly MELTS out of the shadows behind them.

LILY
(pleasantly)
But I can.

Lily's hand CLOSES over Barnett's forearm -- she WRENCHES his arm away from Amelie, TWISTING it down with a sickening CRACK --

AMELIE
(shocked)
Lily!

-- and Barnett SCREAMS, his arm BENT horribly, a piece of BONE sticking out through ripped skin.

BARNETT
(shrilly)
My arm -- you bitch, look what you did to my arm --

Lily stands over him with cold, burning FURY.

LILY
You should keep your goddamn hands to yourself.

Barnett SINKS to his knees, HOWLING in pain.

Amelie is staring at Lily, caught between shocked amazement and the hysterical urge to laugh out loud --

-- as guests start STREAMING out onto the promenade at the sound of Barnett's SCREAMS.

CUT TO:

INT. TOR FRANKENSTEIN - FRANKENSTEIN'S ROOMS -- NIGHT

Lily sits on the edge of the bed in the new rooms she will share with Frankenstein. Frankenstein stands by the nightstand, drawing a syringe.

LILY
I don't know what happened -- it just made me so angry, I didn't stop, I didn't think, I just --

Lily gets up and PACES in front of the crystal walls, the bright flames in the fireplace at her back.

LILY (CONT'D)
And even now, something in me keeps saying --
(hesitates)
-- he got what he deserved.

FRANKENSTEIN
(shocked)
Lily! You practically ripped his arm in half.

Lily turns back from the window, her expression oddly DETACHED.

LILY
Yes -- how did I do that? Some kind of adrenaline surge --

Frankenstein brings the syringe over, coming up behind her.

FRANKENSTEIN
Which is precisely why you need a sedative. You're overwrought -- the wedding, the research, you've worked yourself into a state of hyper-exhaustion. You have to rest.

He INJECTS her, but she doesn't even flinch -- as if she feels nothing.

LILY
I feel so -- strange --

FRANKENSTEIN
Nothing that a little sleep won't cure.

LILY
(apologetically)
I'm sorry, Victor. I know this isn't how you planned to spend your wedding night.

FRANKENSTEIN
Don't worry.

As he finishes the injection, Frankenstein DRAWS BACK the plunger, pulling a SPURT of BLOOD into the syringe. He quickly POCKETS it.

FRANKENSTEIN (CONT'D)
We have all the time in the world.

INT. FRANKENSTEIN'S ROOMS -- NIGHT

The fire has burned low in the hearth, nothing but coals.

Lily sleeps fitfully, eyes DARTING below closed lids, MURMURING restlessly -- but she's alone in the bed.

PULL BACK ON FRANKENSTEIN standing by the bed, quickly and quietly pulling on his clothes.

He hastily checks his pocket for the SYRINGE of LILY'S BLOOD -- then exits, closing the door silently behind him.

BACK ON LILY as she rolls over, still deeply asleep, her body TWITCHING -- as she DREAMS.

INT. ABANDONED CHURCH - DREAMSCAPE - NIGHT

The abandoned church where Lily and Ben met before -- but now looking like an ANCIENT RUIN, the roof torn open to the vaulting night sky, rain PELTING the rotted, overturned pews.

A haunting, keening CRY echoes through the darkness -- and the FALCON Lily has watched SHOOTS through the black skies, HURTLING down through the gaping hole of the roof, SCREAMING straight for the ALTAR headfirst in a hunting dive --

-- and at the moment before it will SMASH into the altar, LIGHTNING BLAZES from the sky, BLINDING for an instant -- then FADING BACK to reveal the falcon VANISHED, and **LILY'S DEAD BODY** now lying on the altar.

Her chest is TORN open, her shattered corpse stretched naked over the stone like a pagan sacrifice. Her cold blue skin is rippled with blood, her eyes closed.

THORNED VINES snake up the sides of the altar, WRAPPING over her, PINNING her just as Frankenstein's machinery pinned her to the gurney --

-- and suddenly, Lily's eyes OPEN, wide and horrified -- and she SCREAMS.

CUT TO:

INT. TOR FRANKENSTEIN - BEDROOM - NIGHT

Lily SNAPS AWAKE, mouth shaping a soundless SCREAM. She is shaking, terrified.

She looks next to her -- the bed is EMPTY.

LILY
(uncertainly)
Victor?

INT. BATHROOM -- NIGHT

Lily SPLASHES WATER on her face from the porcelain basin. She looks up, regarding her face in the mirror --

-- and as she watches, something moves INSIDE HER EYE.

Lily FREEZES in disbelief for a moment. She leans forward uncertainly --

-- and something RIPPLES from the black of the pupil, migrating into the iris, SCRABBLING beneath the tissue like a tiny insect.

Lily reaches up a SHAKING HAND toward her reflection -- her fingers TOUCH the glass --

-- and everything FLARES jagged and BLINDING white, as Lily is hit with terrifying FLASHES OF MEMORY:

BEN'S HAND BRUSHING HERS, the same motion as her hand touching the mirror -- she hears his VOICE --

BEN (V.O.)
(haunting)
Lily...

THE TEEMING STREETS OF THE SQUARE, in the Lower Realm; **THE ABANDONED CHURCH**, dark and terrifying -- and then **THE LAB**, Frankenstein's face PEERING down at her through the distorting prism of the STERILE DOME -- his face twisted, like a DEMON looking into a GLASS COFFIN.

BACK TO SCENE

as Lily COMES BACK to herself, SCRAMBLING away from the mirror as if the glass BURNED her, gasping for breath, HORRIFIED.

CUT TO:

EXT. BASE OF TOR FRANKENSTEIN -- NIGHT

Dressed in plain black, Lily emerges from the skylift into a secure zone. The Sentries on duty are clearly at a loss what to do.

SENTRY
Ma'am -- I didn't have any notification you'd be going out at this hour --

LILY
Don't worry.
(thin smile)
I can take care of myself.

EXT. CAR ON LOWER REALM STREETS -- NIGHT

A low black groundcar slides through the roads of the Lower Realm --

INT. CAR ON LOWER REALM STREETS -- NIGHT

-- with Lily driving, scanning the streets intently, as if LOOKING for something.

She comes to the tangled streets of the Square -- and recognizes it as the place she just GLIMPSED in her dream. Lily slams on the brakes.

EXT. STREETS OF THE LOWER REALM - THE SQUARE -- NIGHT

Lily walks through the crowded, crazy avenues of the Square, looking around her with desperate intensity, trying to recognize something, anything. She stops a STREET VENDOR.

LILY
I'm looking for this church -- old, maybe abandoned --

STREET VENDOR
(shrugs, indifferent)
Most churches around here are.

He keeps on going. Lily looks around, frustrated -- when someone TUGS on her sleeve. She looks down, surprised, to see the Street Girl.

STREET GIRL
I got new shoes.

She turns her feet with shy pride, showing off a pair of sturdy NEW SHOES -- and apparently she has a whole new WARDROBE. The skimpy come-hither clothes are gone, replaced by warm, weather-protecting clothes.

STREET GIRL (CONT'D)
(clarifying)
With the money you gave me.

Lily bends down, GRABBING the Street Girl by the arms.

LILY
You know me? You've seen me before?

STREET GIRL
(a little spooked)
'Course I do, you bought all my 'sets --

LILY
(increasingly urgent)
When? How long ago?

STREET GIRL
A while -- I don't know --

Lily's fingers DIG into the Girl's arms, her manner becoming almost frantically insistent.

LILY
I need to know what you remember about me, it's important --

The Street Girl is FRIGHTENED now. She SQUIRMS in Lily's grip, trying to get away.

STREET GIRL
(scared)
Stop -- it hurts --

But Lily doesn't even seem to hear her, SHAKING her hard with the same fanatical intensity we saw when she broke Barnett's arm --

MAN'S VOICE (O.S.)
Let her go -- you're scaring her!

Lily looks up -- to see a well-dressed MAN hurrying toward her. His expensive, well-made clothes announce him clearly an ENCLAVE CITIZEN. He STOPS SHORT at the sight of Lily, apparently recognizing her.

ENCLAVE MAN
(taken aback)
Lily Praetorius?

Lily lets go of the Street Girl as if waking from a trance. She looks at the Enclave Man uncertainly.

LILY
(struggling for composure)
It -- it's Peter Ryosh, isn't it? Lesser House Ryosh?

RYOSH
(in disbelief)
My father was at your wedding tonight. Does your family have any idea where you are?

LILY
I -- I --
(can't begin to explain)
I needed to get out for a while.

RYOSH
In the Lower Realm? In the middle of the night?

He looks from Lily to the Street Girl and back again.

RYOSH (CONT'D)
What are you doing out here?

STREET GIRL
(muttering)
She's gone wacked, is what --

Ryosh leans down beside the Street Girl, putting a hand on her shoulder.

RYOSH
I'll buy you a nice dinner, in a real restaurant, would you like that?
(to Lily, a little sternly)
I think you should go home.

LILY
Yes -- you're right.

Lily turns to go, GLANCING back as she walks.

RYOSH
(to the Street Girl)
She's a fine lady, from one of the Great Houses. I'm sure she didn't mean to upset you.

He takes the Street Girl's hand -- and Lily notices THREE BRIGHT RED STREAKS seeping through the snow-white fabric of his high-necked shirt --

-- BLOOD, slowly oozing through the cloth.

EXT. LOWER REALM STREET -- NIGHT

Lily keeps on walking, her expression troubled. She turns a corner -- then SLOWS DOWN --

BEN (V.O.)
-- deep scratches, probably on his face or hands --

Terrible REALIZATION hits her like a blow -- the red streaks were SCRATCHES. Lily WHIRLS and RUNS back toward the Square.

EXT. SQUARE -- NIGHT

Lily PUSHES her way through the street, SHOVING people out of her way as she SEARCHES anxiously through the crowded Square.

The Street Girl and Peter Ryosh are nowhere to be seen.

CUT TO:

INT. BAR -- NIGHT

A noisy BAR off the Square. Wall-to-ceiling screens play news, ads and sporting events.

BEN sits alone in a corner, an untouched beer sitting forlornly in front of him. He STARES off into nothing.

Hawkins enters, makes his way to the table.

HAWKINS
I thought you'd be here.

Hawkins sits beside him. Ben takes a long drink.

HAWKINS (CONT'D)
They'll be after your badge tomorrow.

Ben puts down the beer, turns to Hawkins as if he hasn't even heard what he said.

BEN
She acted like she didn't know me.
Like she had no idea who I was.
(beat)
It doesn't make any sense.

CUT TO:

EXT. STREET OUTSIDE BAR -- NIGHT

Lily darts through the streets of the Square, peering in every window of every shop.

She pushes through the throng at the door of the BAR -- but since Ben sits with his BACK TO THE DOOR, they don't see each other.

Lily hastily scans the faces in the bar, looking for Ryosh and the Street Girl -- again, NOTHING --

-- then, through the general NOISE of the bar and the Square, we barely hear one strangled CRY from the Girl:

STREET GIRL (O.S.)
(panicked)
No -- !

The Girl's voice is abruptly SILENCED -- but Lily SNAPS around with total CERTAINTY, honing in on that tiny snippet of sound with the accuracy of radar.

EXT. NARROW ALLEY -- NIGHT

A deserted alley off the Square. Lily RACES into the alley --

-- to see a tall, van-sized ENCLAVE GROUNDCAR parked against one wall, doors closing as the Street Girl is DRAGGED inside, a hand clamped over her mouth, STRUGGLING wildly.

Lily gets a glimpse of Ryosh inside, PULLING the girl into the van -- and the doors SLAM shut. The engine HUMS to life.

Lily RACES for the van doors, GRABBING for the door handle -- it's locked. She WRENCHES it back with furious determination --

-- and impossibly, the force of her pull TWISTS THE METAL itself, TEARING the door open with a WHINE of bending metal.

INSIDE THE VAN, Ryosh and two Lower Realm THUGS are busily STRAPPING the Street Girl onto a holding chair -- they LOOK UP at Lily in surprise.

The van itself looks like a mobile OPERATING ROOM, jammed with MEDICAL EQUIPMENT -- scalpels, saws, anesthesia machinery.

The walls are lined with FLUID CHAMBERS -- and floating inside them, like bizarre sea creatures, are living HUMAN ORGANS.

Lily barely has time to take this in as Ryosh catches sight of her, looking more BOTHERED than concerned --

RYOSH
Oh, for God's sake, will you get out of here?

LILY
Let her go.

RYOSH
It's just business. My family's -- and yours.
(pointed)
Lily of House Praetorius.

Lily looks STRICKEN, as if Ryosh had HIT her.

LILY
(desperate denial)
No -- my father would never allow it --

RYOSH
Your father has a healthy lack of curiosity.
(MORE)

RYOSH (CONT'D)
(hard)
Now leave.

The Street Girl looks at Lily in mute DESPERATION -- and something in Lily's face goes very STILL.

LILY
I said let her go.

And Lily LEAPS like a cat into the back of the van, headed for the Street Girl -- and the two THUGS GO for her.

RYOSH
(shouting)
Careful! Don't hurt her --

THUG 1 grabs for Lily -- she DUCKS with lightning speed, and in a move that mirrors what she saw Amelie do, she LASHES out with her fist with perfect, terrible accuracy.

She is effortlessly strong, unnaturally fast -- and BRUTAL. Her knuckles CRACK into Thug 1's throat, CRUSHING his larynx --

-- and at the same moment, she KICKS back in the opposite direction, sending THUG 2 CRASHING into the storage tanks, glass and fluid EXPLODING around him.

Lily turns to the Street Girl, RIPPING the restraints free that hold her wrists --

-- and THUNK! Ryosh brings a METAL CANNISTER down on the back of Lily's head, sending her SPRAWLING.

The Street Girl SCRAMBLES back away from Ryosh, wedging herself in the corner of the van. Ryosh grabs a SCALPEL from the wall, stands over the fallen Lily.

RYOSH (CONT'D)
(panting, to Lily)
All right, you've had your fun with the groundies -- but this girl is a ten-point match for my inventory gap. She's worth a fucking fortune -- and she's mine.

LILY LOOKS UP, her eyes flashing with pure, primal RAGE -- and she LEAPS on RYOSH with the speed of a PANTHER.

RYOSH SLASHES her across the face -- but

LILY GRABS his knife hand, SNAPPING his wrist BACKWARDS like a dry twig.

RYOSH ROARS in pain and fury, GRABBING the scalpel with his good hand. He SLASHES out, SLICING down Lily's ARM, GASHING her from shoulder to elbow.

RYOSH raises the scalpel, STABBING down -- and

LILY BLOCKS HIS FIST with a SWEEP of her injured arm, then PUNCHES out with BLINDING SPEED ---

-- her fist SLAMMING into him with such force that his head WHIPS to the side with a crunching SNAP -- BREAKING HIS NECK. Ryosh CRUMPLES to the ground, DEAD.

The DRIVER comes RACING around from the front of the van -- takes one look at Lily and the THREE BODIES -- and turns and RUNS.

Lily looks down at the carnage, FROZEN for a moment in shocked DISBELIEF at what she's done.

She turns away from the bodies, holds out a shaking hand to the Street Girl, unheeding of the blood FLOWING over her own arm and down her face, SOAKING her clothes.

LILY
(voice shaking)
It's all right now --

The Street Girl edges away from her, out of the van -- then FOCUSES on Lily's outstretched arm, looking at the long GASH -- as something MOVES in the wound.

A spiderweb of SILVERY GREY STRANDS FLOWS across the gash in centipede WAVES. The skin RIPPLES around the wound, PULLING the ragged flesh TOGETHER.

Horrified, the Street Girl looks up at Lily's face --

-- to see blue-silver MOVEMENT in the slice on her CHEEK as well. Thread-thin rivers of QUICKSILVER twine with the red-black blood, CRAWLING over Lily's face.

The Street Girl starts to SCREAM, shrill and PIERCING.

CUT TO:

INT. BAR - NIGHT

Hawkins and Ben -- and Ben suddenly COCKS HIS HEAD.

BEN
Do you hear something?

O.S. the Girl's SCREAMS reaching through the DIN of the pub -- the crowd begins FALLING SILENT as more of them HEAR.

Ben JUMPS to his feet, drawing his GUN, and heads for the door, Hawkins right behind him.

HAWKINS
(into throat com)
This is Officer Hawkins, requesting immediate assistance at the Nightchapel Square --

EXT. ALLEY BY BAR -- NIGHT

Ben RACES to the alley, then STOPS abruptly at what he sees:

The BODIES in the van, sprawled lifelessly; the Street Girl huddled against the alley wall, SCREAMING shrilly --

-- and crouched over Ryosh's body, a black-cloaked FIGURE, face hidden in shadow.

BEN
(leveling his gun)
Halt! Police!

Lily turns to look at him -- Ben FREEZES in disbelief --

-- just as Hawkins comes RACING up behind him.

HAWKINS
Stop right there!

Lily turns and RUNS, POUNDING down toward the far end of the alley, which opens out onto --

EXT. LARGER ALLEY -- NIGHT

-- another alley, wider, but BLOCKED at the end by a TALL FENCE, the top strung with tangled reams of RAZOR WIRE.

Hawkins STOPS, planting his feet and raising his gun --

HAWKINS
Stop! There's nowhere to go!

Ben is right behind him --

BEN
Hawkins, <u>don't</u> --

But instead of stopping, Lily SPEEDS UP --

-- and THROWS herself on the fence, CLIMBING with almost inhuman agility. She reaches the top and VAULTS OVER the razor wire like an acrobat --

-- then lands in a crouch on the other side, EXPLODING into another sprint.

EXT. STREET -- NIGHT

Running fult tilt, Lily emerges into a WARREN of narrow streets, overlooked by a hive of tenements and warehouses.

She turns a corner -- just as A POLICE TRANSPORT comes BLARING up the street, SCREECHING to a halt.

UNIFORMED POLICE pour out of the transport, RACING after her.

LILY VEERS down another street, police SHOUTING behind her --

POLICE
(overlapping)
Stop! You there, stop, police!

Lily runs FASTER -- a GUNSHOT SLAMS into the building beside her. She DODGES, grabbing the bottom rung of a rusted, falling-apart FIRE ESCAPE --

EXT. FIRE ESCAPE -- NIGHT

-- SCRAMBLING up the rungs to reach the STAIRS. Below,

THE POLICE SWARM up the fire escape after her -- but some of them RUN into the building itself, to go up from the inside.

LILY races up the stairs, bullets RICOCHETING around her.

The decrepit fire escape SHUDDERS under so much weight -- the structure begins to GROAN, the metal GIVING WAY.

Lily looks up -- the roof is still TWO STORIES above -- below, the Police are RACING UP. The fire escape TILTS crazily --

-- and Lily tenses her legs and LEAPS, arms outflung, JUMPING desperately toward the roof as the fire escape COLLAPSES out from under her --

-- and somehow, impossibly, she makes it TWO STORIES, just barely CATCHING the edge of the tenement. She FLIPS herself upward in a somersault --

EXT. TENEMENT ROOF -- NIGHT

-- and lands on the roof, ROLLING to her feet smoothly. She starts across the roof, just as

MORE POLICE emerge from the ACCESS DOOR in the center of the roof. They OPEN FIRE.

LILY dives and rolls, bullets BLAZING around her as she POUNDS for the opposite end of the roof -- the nearest building is a WAREHOUSE, hundreds of feet away.

But instead of stopping, Lily RUNS FASTER toward the edge.

POLICEMAN 1
(in disbelief)
No fucking way --

And as if in answer, Lily puts on a final burst of SPEED and JUMPS with all her might, SAILING through the empty air, her arc just a little bit TOO LOW --

EXT. WAREHOUSE -- NIGHT

-- sending her SLAMMING into the warehouse with a bone-jarring THUD, hands CLAWING at the roof ledge.

EXT. TENEMENT ROOF -- NIGHT

THE POLICE crowd at the edge of the tenement roof, taking aim at Lily, as the Sergeant BARKS into his throat com --

SERGEANT
(into throat com,
amazed)
She fucking made it across! Get somebody over there --

-- as the Police on the roof take aim and FIRE at Lily, hanging helplessly from the warehouse roof.

EXT. WAREHOUSE -- NIGHT

LILY struggles to hold on as bullets RAIN around her. Chunks of brick are GOUGED out from the wall around her --

-- and a bullet SLAMS into her side.

LILY
(screaming in pain)
Ah!

She LOSES HER GRIP -- and FALLS.

INT. WAREHOUSE -- NIGHT

INSIDE THE WAREHOUSE -- a CAVERNOUS ROOM, filled with gigantic VATS of what looks like bubbling, white-hot MOLTEN GLASS, surrounded by HUNDREDS OF WOMEN bent over endless rows of machines.

CLUSTERS OF WOMEN huddle around each vat, operating rapid-firing machinery to EXTRUDE long, thin SUPERFINE CABLES.

MORE WOMEN SPIN the cables together, hands FLICKERING over machines twisting the tiny cables into thicker widths; MORE WOMEN BUNDLE them into massive, GLOWING CONDUITS, then fed into long machines that SWALLOW them with terrifying speed.

The women's hands are RAW and BURNED from the speed of the work; the machines SNAP and WEAVE and SPIN. The noise is DEAFENING.

ON ONE OF THE FLOOR-TO-CEILING WINDOWS, thick with dirt, as --

A HAND PUNCHES THROUGH in an EXPLOSION of glass.

IT'S LILY. The women LOOK UP, shocked --

-- as LILY'S HAND TEARS DOWN through the metal mullions as she FALLS past the window, her body OUTSIDE, her hand INSIDE -- CRACKCRACKCRACKCRACK --

-- and then THUNK! she CATCHES HERSELF, fingers CLUTCHING the windowsill as BLOOD and blue-silver NANOBLOOD drip from her lacerated hand.

Lily PULLS HERSELF over the shattered window, CRASHING to the warehouse floor. The women STARE at her speechlessly --

-- and Lily RUNS.

CUT TO:

INT. ENCLAVE - FRANKENSTEIN'S LAB -- NIGHT

CLOSE ON the brilliant red of LILY'S BLOOD as it flows in a slow, spreading stain over a SPECIMEN PLATE.

PULL BACK to reveal we are in Frankenstein's Lab. Frankenstein is bent over the electron microscope, studying the monitor. READINGS scroll by, a detailed ANALYSIS.

FRANKENSTEIN

No --

(MORE)

FRANKENSTEIN (CONT'D)
(rising concern)
-- no -- that can't be right -- that's impossible.

CUT TO:

EXT. LOWER REALM - BURNT-OUT TENEMENT RUIN -- NIGHT

The site of what was a massive FIRE, which has left only the SHELL of a TALL TENEMENT that rises toward the sky, bare girders jutting upward like bones.

A wide RIVER that runs next to the building, the water ROILING and swollen from the rains.

POLICE move carefully through the open-topped labyrinth of charred rooms, flashlights SWEEPING over melted and blackened DEBRIS.

POV FROM HIGH ABOVE, looking down at the Police as they move through the building --

LILY is perched HIGH OVERHEAD on an open steel girder, crouched MOTIONLESS, watching the Police without a sound.

BEN (O.S.)
Lily.

RACK FOCUS TO REVEAL BEN who has come up behind her on the framework of girders. He is sweating from the climb; one hand holds on a beam for balance, the other holds his GUN.

BEN (CONT'D)
(looking down)
That's a hell of a climb.
(amazed)
And you're not even breathing hard.

Lily slowly rises from her crouching position, smooth as a spring uncoiling. The night wind WHIPS at her, but she stands lightfooted and sure, perfectly balanced.

BEN (CONT'D)
(not wanting to believe it)
You killed those men.

LILY
Take Ryosh's bloodprint. Then ask me why he's dead.

BEN
It won't matter why. He's a Citizen.

He reaches to his belt for magnetic cuffs, steps forward, holding the gun steadily on her as he gets nearer.

BEN (CONT'D)
I can't let you go.

She takes a quick step back on the girder, turns away -- Ben LEVELS the gun at her, COCKS it.

BEN (CONT'D)
Stop, Lily. I mean it.

Lily turns back to him -- her eyes are BRIMMING with unshed tears.

LILY
You speak to me as if you know me -- and when we touched, I felt -- it was --
(beat, desperate)
Please tell me -- what's happening to me?

Ben stares at her with stark realization.

BEN
(hoarse with emotion)
God, Lily -- you truly don't know who I am?

LILY
No.

The wind WHIPS around them, standing high on the dark skeleton of the burnt-out tenement. Ben slowly LOWERS his gun, takes a step TOWARD LILY --

BEN
It's me -- Ben --

-- and under Ben's foot, a charred wooden beam CRACKS with a sound like a GUNSHOT.

ON THE GROUND, THE POLICE look up at the sound, flashlights WASHING over the area around Ben --

POLICEMAN 3
There! Up there!

The Police TAKE AIM -- and

LILY whirls and DIVES off the girder with the grace of an athlete, body straight as an arrow --

-- and she plummets DOWN into the RIVER, SURGING and rushing below. In an instant, she's VANISHED in the foaming water.

EXT. RIVERBANK (MOMENTS LATER) -- NIGHT

Ben joins the other Police, including Hawkins, standing by the riverbank where Lily hit water. The current is FAST and strong, the water churning foam.

HAWKINS
Am I losing my mind -- or was that a woman?
(to Ben)
Did you hit her?

BEN
Hard to say. It was dark.

HAWKINS
What about her face? Did you get a good look at her?

Ben stares down at the black, rushing water.

BEN
Like I said. It was dark.

CUT TO:

INT. HOUSE PRAETORIUS - LILY'S ROOMS -- NIGHT

Wrapped in her now-ragged her cloak, Lily walks silently into HER ROOMS in Tor Praetorius -- the last remant of her old life.

The clutter has been cleaned up, Lily's belongings BOXED neatly in crates marked for transport to Tor Frankenstein.

The rooms are dark, the only light coming from the glow of the Enclave through the transparent walls.

Lily moves in front of a full-length MIRROR, dropping the cloak. She is DRIPPING WET beneath it. Eyes fixed on the mirror, Lily strips her soaking clothes, STARING at herself.

Her body has CHANGED -- sinewy and taut, her long lean muscles making her seem almost more panther-like than human.

Something CLINKS as her clothes hit the floor. Lily reaches down, picks up a flattened slug of lead -- the bullet that hit her in the side.

Startled, Lily glances down -- the gunshot wound is COMPLETELY CLOSED OVER, the healed skin a STRANGE metallic greyish-blue, like a bruise beneath the skin.

Her slashed arm, her torn face -- both also HEALED, with the skin the same strange color.

But the largest spot is ON HER CHEST. A patch of bruise-colored skin REACHES fingers of discoloration outward over her body -- SWARMING with INSECT-LIKE MOVEMENT just beneath the skin.

Horrified, Lily SMASHES her bare fist into the mirror, SPLINTERING the silvered glass.

TIME CUT TO:

INT. LILY'S ROOM -- NIGHT

Lily has unboxed some of her equipment. She is running TESTS on herself, drawing her own blood, scanning her skin and taking samples of the discolored skin.

She works with focused, almost FRANTIC intensity. Suddenly she looks up from her work, as if SENSING something --

-- and AT THE DOOR Frankenstein has entered silently, approaching her quietly from behind.

LILY
(not turning around)
Something's wrong with me, Victor.

FRANKENSTEIN
I've been looking for you everywhere --

Lily turns to face him, her expression bleak and frightened.

LILY
There are nanobots in my blood -- in every system in my body. A design I've never seen before, incredibly advanced.
(pause)
I don't think anyone could have made them but you.

Frankenstein doesn't even miss a beat.

FRANKENSTEIN
Yes.

He comes closer.

FRANKENSTEIN (CONT'D)
You fell. It was an accident --
(hint of disapproval)
-- you were leaning too far out, as usual. The injuries were severe -- you were going to be crippled, or worse. So I used the rejuvenation 'bots to heal you.

Lily tears open her shirt, points to the livid SPREADING BLUE-BLACK SKIN on her chest, the MOVEMENT beneath it --

LILY
(accusing)
And they did this instead.

But Frankenstein doesn't look repulsed at all -- he comes closer, looking over her with FASCINATION.

FRANKENSTEIN
There's been some kind of spontaneous mutation. The 'bots should have performed the cellular repairs, then deactivated themselves --

LILY
They haven't. They're replicating -- so fast I couldn't even chart the rate.
(numbly)
Why didn't you tell me?

FRANKENSTEIN
I thought you were completely healed -- back to normal. Until tonight.
(gently)
Lily -- all I wanted to do was to save you.

Frankenstein is compassionate, persuasive -- and we can hear in his voice, he's convinced <u>himself</u>.

FRANKENSTEIN (CONT'D)
I love you, I would never do anything to hurt you. You know that.

Lily looks at him uncertainly, STRUGGLING with the vague feeling that something's wrong here -- pitted against the POWERFUL PROGRAMMING that Frankenstein placed in her mind.

LILY
(desperately)
It's like my head is splitting in half. These terrible dreams --

She glances at Frankenstein, as if remembering the flash of him bending over the glass-covered gurney.

LILY (CONT'D)
(shuddering)
-- I see things that can't be true. And I feel so strong, as if anything I can imagine, I can just do --
(scared)
But then I can't stop it. I can't control it.

She puts her head between her hands, AGONIZED.

LILY (CONT'D)
Victor, what's going to happen to me? What am I becoming?

Frankenstein touches her on the shoulder, kneeling in front of her.

FRANKENSTEIN
(the stark truth)
I don't know.

INT. TOR PRAETORIUS - STUDY -- MORNING

Morning in Mr. Praetorius' study, all dark wood and antique stone and oiled leather, musty volumes with gilt-edged pages. One wall is SOLID CRYSTAL, giving a view of the soaring skyline beyond the walls.

Lily and Frankenstein stand in front of Praetorius. He paces behind his marble and granite desk.

MR. PRAETORIUS
The police won't be a problem -- but House Ryosh will be quite another matter.
(to Lily, in disbelief)
How could you do such a thing?

Lily BRIDLES at the accusation.

LILY
I could ask you the same question.

MR. PRAETORIUS
That is completely different.
(gesturing)
Do you know what the average lifespan is here in the Enclave?
(MORE)

MR. PRAETORIUS (CONT'D)
One hundred and twenty years -- and House Praetorius' organ therapies are most of the reason why!

LILY
And that justifies doing anything to get them?

MR. PRAETORIUS
For all I knew, Ryosh was giving us legitimate donations --

LILY
(sarcastic)
But you never thought to actually ask.

Now Praetorius is getting really ANGRY.

MR. PRAETORIUS
Don't you dare presume to lecture me, child, not after what you've done. I haven't killed anyone --

Lily SLAMS her hand down on Praetorius' granite desk -- and the stone DENTS beneath her fist, a heavy CRACK fissuring down the center of the carved rock.

LILY
Is that what you told yourself when Ryosh sold you eyes?

Praetorius STARES at the crack down the center of the desk -- and the IMPRESSION of Lily's hand, smashed into solid stone.

MR. PRAETORIUS
(re: the desk)
How -- how did you --

Lily leans across the desk, intense and despairing.

LILY
I've got the blood of three men on my hands. How many are on yours, Father?

FRANKENSTEIN
(hastily)
Lily, that's enough. Arguing is pointless. We have to focus on the matter at hand --

LILY
You're right. Nothing is what I thought it was. Nothing -- and no one.

She turns and STRIDES out. Frankenstein looks to Praetorius, who is still staring in amazement at the desk.

FRANKENSTEIN
She's not herself.

INT. CORRIDOR OUTSIDE STUDY -- DAY

As Lily exits the study, a LIVERIED PERSONAL GUARD falls in behind her, taking Amelie's customary position.

LILY
(sharply, as she walks)
Where's Amelie?

PERSONAL GUARD
She's been dismissed, ma'am. A formal complaint was filed by House Barnett; she's been barred from further work in the Enclave. I'll be taking her place.

Lily just keeps on walking.

LILY
I doubt it.

INT. TOR FRANKENSTEIN - FRANKENSTEIN'S ROOMS -- DAY

Lily has fallen asleep on a couch in her Tor Frankenstein rooms.

It looks like she's collapsed from SHEER EXHAUSTION; she's surrounded by loose printouts and research disks, a hand-computer on her lap still spinning holodisplays.

ON LILY'S FACE as a hand comes into frame, gently brushing back a lock of hair from her cheek -- the exact motion we saw Ben do with Lily in the church.

Lily opens her eyes -- to find herself looking at a GUN. **BEN** is kneeeling beside her, the gun pointed at her.

BEN
Your new Personal isn't very impressive. I could never have gotten past Amelie.

Lily looks at him COLDLY, without ever a hint of fear.

LILY
What did you do to him?

BEN
(shrugging)
He'll have a headache when he wakes up. Less than you did to those men downside.

LILY
Is that why you're here?
(glancing at the gun)
To arrest me?

BEN
(apologetic, a little embarrassed)
I'm sorry about this, but I couldn't see any other way. I need to talk to you alone -- and after last night, I wasn't sure what you'd do.

LILY
(cold)
So talk.

Ben looks at her with helpless FRUSTRATION -- it's like trying to break through a wall of ice.

BEN
Lily, it's me --

Ben takes a deep breath, tries to think where to start.

BEN (CONT'D)
My name is Ben Morran. I am -- I was --
(takes the plunge)
You loved me.

Lily just LOOKS at him for a moment, then glances again, skeptically, at the GUN.

LILY
Did I ever actually say that to you?

BEN
(taken aback)
Well -- not exactly in words, no --

LILY
(withering)
I see.

BEN
God, Lily. What has he done to you? Don't you remember me at all?

Lily looks up at him -- there's something VULNERABLE in her eyes, a look of DESPERATION.

LILY
(admitting)
I've dreamed about you. About -- touching you.
(beat)
I almost asked Victor who you were -- but then somehow -- I didn't.

Lily's guard is SLIPPING, she's opening up.

Even with the gun between them, there is something weirdly INTIMATE going on. A kind of REDISCOVERY -- we can FEEL the heat rising between them, and Lily trying to RESIST it.

LILY (CONT'D)
What do you want from me?

BEN
To get you out of here. Away from Frankenstein, somewhere where the Enclave can't reach us.
(fervent)
We can figure out what he's done to you, and find a way to fix it. We'll go the Outer Territories if we have to --

LILY
And if I say no -- you'll force me to come?

BEN
If you say no...

Ben LOWERS the gun.

BEN (CONT'D)
I'll leave you here with him, if that's what you truly want.
(intense)
But I'll never stop loving you.

And quick as thought, Lily LASHES OUT, grabbing his gun hand and SLAMMING it down to the floor -- Ben hits the floor with a WHUMP! as Lily PINS him beneath her.

The tables are turned -- Ben's gun arm is flat on the floor in her iron grip, and she is kneeling astride him, his chest under one knee, her face INCHES away from his --

LILY
I could have done that before you even said a word.

Ben doesn't look scared -- he looks straight into her eyes, intimate, challenging.

BEN
Then why did you wait?

LILY
I wanted to see what you'd do -- if you thought there weren't any consequences.

Ben's expression is suddenly SOMBER.

BEN
There are always consequences.

Their eyes LOCK, nothing but TRUTH between them.

LILY
(faltering)
I -- I don't know what to believe any more...

BEN
(intense)
Believe me.

Lily bends the final fraction of an inch closer, DRAWN by some force even she couldn't name -- and KISSES HIM.

For an endless moment, they seem to MELT together; and then --

ON LILY as she STIFFENS -- hit for the final time with a BARRAGE OF HER LOST MEMORIES:

IN THE CHURCH, KISSING BEN as thunder CRASHES around them;
IN THE SQUARE WITH AMELIE, as she CLOBBERS the Mugger;
IN THE SOLARIUM, FRANKENSTEIN SHAKING her furiously;
FALLING, in a rain of GLASS AND BLOOD;
A BLAZE OF LIGHTNING dancing over her body like BLUE FIRE;
and finally
LYING TRAPPED ON THE GURNEY in Frankenstein's lab, her hands BEATING like a trapped animal against the enclosing dome -- Frankenstein LOOKING down at her, at once EXULTANT and AFRAID.

As if from incredibly FAR AWAY, she hears BEN'S VOICE --

BEN (CONT'D)
(panicked)
Lily!

BACK TO SCENE

and in a RUSH of sound and light, Lily comes back to herself, her eyes SNAPPING open -- and she looks at Ben with total, OVERJOYED RECOGNITION.

LILY
Ben...

And at that moment, the DOORS BURST OPEN -- as a platoon of

TOR FRANKENSTEIN SENTRIES

STORM into the room, GRABBING Ben, DRAGGING he and Lily apart.

LILY stumbles as she tries to get to her feet, momentarily disoriented from the ONSLAUGHT of her memories -- and

FRANKENSTEIN hurries over to her, taking an arm to help her up. Igor is right behind him.

FRANKENSTEIN
Are you all right? Did he hurt you?

And Lily looks up at him, her eyes BURNING with complete, horrible KNOWLEDGE, betrayed and outraged.

LILY
What happened to me was no accident.
Was it, Victor?

And without hesitation, Frankenstein brings his other hand from behind his back, STABBING her in the NECK with the syringe and PUMPING it empty.

Lily PULLS AWAY from him -- but it's too late.

LILY (CONT'D)
No...

She COLLAPSES, UNCONSCIOUS -- Igor CATCHES her before she can hit the floor.

Ben STRUGGLES vainly against the Sentries.

BEN
You bastard --

FRANKENSTEIN
You're trespassing, Morran.

BEN
I have every right to be here, I'm questioning a potential suspect in a murder case --

Frankenstein comes up to him. The Sentries hold Ben tight.

FRANKENSTEIN
You don't have the right to question anyone about anything. Go back downside -- you'll find you're not a policeman anymore.

Frankenstein leans in closer. There is no mistaking the THREAT in his words.

FRANKENSTEIN (CONT'D)
You can't begin to understand what you're interfering with.
(dark)
Don't come back here again. Or you'll lose far more than your job.

The Sentries DRAG Ben from the room, as Igor LIFTS Lily in one sweeping motion, following Frankenstein to the lab.

TIME CUT TO:

INT. FRANKENSTEIN'S LAB -- DAY

Still unconscious, Lily is CHAINED upright to a reclinable examination table, arms and legs SECURED with MEDICAL RESTRAINTS of braided metal cable.

Frankenstein examines her, Igor beside him. He consults several MONITORS tracking TRACER NANOBOTS in Lily's body.

FRANKENSTEIN
Incredible. The changes in metabolism -- in musculature -- and she's still transforming.

Frankenstein looks up from the monitors, coming closer to Lily, studying her face, her body --

FRANKENSTEIN (CONT'D)
What I've accomplished here, it's amazing -- <u>miraculous</u> --

-- and Lily's eyes SNAP open, she JERKS foward, PULLING the restraints TIGHT as she LUNGES for him -- but the chains HOLD FAST.

Frankenstein JUMPS back, startled.

LILY
(low)
I'm a murderer, Victor. Is that part of your miracle?

Frankenstein nods toward the crystal wall across from them, which has been OPAQUED in silver -- REFLECTING back Lily's image.

FRANKENSTEIN
Look at yourself.

She looks SLEEK and DANGEROUS, body graceful and sinewy as a LIONESS -- but not exactly HUMAN. The ash-grey patches of skin are still SPREADING, the darting movement of 'BOTS occasionally SURGING beneath.

FRANKENSTEIN (CONT'D)
You are so beautiful now. You've become so much more than you were.

Frankenstein is looking at her with almost irrational PRIDE.

FRANKENSTEIN (CONT'D)
I've made you incredibly fast, inhumanly strong. Anything you see, or even imagine, your mind can command your body to execute. Flawlessly.

Lily stares at her reflection with LOATHING.

LILY
You've made me a monster.

FRANKENSTEIN
Quite the opposite. The nanobots were programmed to rebuild human tissues to perfection -- when the lightning mutated them, they began rebuilding your entire being.
(softly)
In the image of perfection.

LILY
I don't want your perfection.
(furiously)
You did this to me. You can undo it.

There is a flicker of something almost like PITY on Frankenstein's face.

FRANKENSTEIN
Some things cannot be undone.

Frankenstein comes closer, STROKES her cheek tenderly.

FRANKENSTEIN (CONT'D)
Be grateful to me, Lily. I am more than your savior. I am your creator --

Lily gives him a look of complete DISGUST.

LILY
And I am a killer.

Frankenstein actually looks a little EMBARRASSED.

FRANKENSTEIN
Your brain was deprived of oxygen for several minutes -- and apparently the 'bots couldn't repair all the damage to the temporal lobe.

A biological scientist, Lily quickly grasps exactly what this means --

LILY
(realizing)
The areas of emotional control.

FRANKENSTEIN
Precisely. There is nothing restraining your impulses -- like a wild animal.
(beat)
What makes us civilized is dead in you. I'm working on bringing it back --

Lily leans forward, chained arms straining over her head. Her eyes are BLAZING with depthless HATRED.

LILY
What makes you think I want it?

Frankenstein takes an uncertain step back.

LILY (CONT'D)
(almost a whisper)
Don't you want to hear why I ran to you, Victor?
(with building, furious intensity)
Why I was so afraid when I ended Ryosh's worthless, murdering life?

FRANKENSTEIN
Lily, stop it --

LILY
I was afraid because I liked it.

The way she looks at him is almost SEDUCTIVE.

LILY (CONT'D)
But I won't feel any fear, when I come for you.

And suddenly, she JERKS VIOLENTLY forward again, PULLING the chains TAUT and STRAINING from the wall. Frankenstein looks TERRIFIED.

CUT TO:

INT. INNER LAB --- DAY

Frankenstein looks through a cabinet of vials, pulls one out and hands it to Igor.

FRANKENSTEIN
The tranquilizer should have kept her out for hours. The nanobots must have strengthened her blood.

Frankenstein pulls open a drawer, starts looking through the specimen dishes it holds.

IGOR
You can't let her be seen like that.

FRANKENSTEIN
(muttering to himself))
There has to be a way -- remove the memories, mask the physical changes --
(a little desperate)
-- make her manageable somehow --

IGOR
Yeah, I wouldn't hold my breath.

INT. FRANKENSTEIN'S LAB -- DAY

Lily STRAINS against the restraints, her muscles QUIVERING with effort, as Igor returns carrying a syringe.

IGOR
It won't do any good to struggle. You should know that.

LILY
Get away from me.

Igor hesitates for a moment, looking her over BITTERLY.

IGOR
You don't understand how lucky you are. When the Doctor found me, I was dying -- but there were no nanomachines yet.

He gestures to the metal plates and machinery covering his body.

IGOR (CONT'D)
This was all he could do.
(raises the needle)
In a few hours, you won't remember any of this. You'll be in love with the Doctor again, you'll be happy --

The needle is a bare inch from her skin -- Lily CLOSES HER EYES --

LILY
I'd rather be free.

Lily gathers all her strength and THROWS herself forward -- the cables SNAP, SHEARING from their bolts with a SHRIEK of tortured metal.

IGOR LUNGES for her, STABBING at her with the needle --

LILY DODGES with easy speed, KNOCKING the hypo from his hand. It SKITTERS across the floor.

IGOR THROWS himself on her, sending them both FLYING into the wall.

INT. INNER LAB -- DAY

FRANKENSTEIN hears the CRASHING of the fight -- he looks through the door, sees Lily and Igor STRUGGLING. He turns swiftly to the com panel on his desk.

FRANKENSTEIN
Security, to the main laboratory --

INT. FRANKENSTEIN'S LAB -- DAY

LILY AND IGOR FIGHT fiercely in the lab, SMASHING into machinery, SHATTERING glass and equipment everywhere.

IGOR'S augmentation has clearly made him FASTER and STRONGER than an ordinary man -- he grabs her with a metal fist, SWINGING her into a metal cabinet so hard the steel BENDS with the impact -- but

LILY TWISTS out from the dented metal as if she didn't even FEEL a thing, instantly KICKING Igor in the chest.

IGOR FLIES back -- Lily's strength has grown, the tremendous FORCE of the kick sending him SAILING through the air to SLAM into the wall.

LILY SPRINTS for the door, as

IGOR grabs a GLASS VIAL from a wall shelf above him, and THROWS himself forward, TACKLING her from behind. They SPRAWL to the floor in a tangle --

-- and Igor HURLS the vial INTO LILY'S FACE, the glass shattering to splash BURNING ACID over her eyes.

LILY doubles over in pain, scrambling back --

IGOR rises triumphantly, STALKING toward her, as

LILY raises her head, looking right at him with unspeakable FURY -- and we see her eyes are transforming.

From within, SWARMING MOVEMENT rebuilds her eyes into deep, jewel-bright GREEN, hard and translucent as AGATE STONE, gleaming like CAT'S EYES.

LILY LAUNCHES herself straight at Igor, a flying LEAP, but

IGOR is waiting, machine hand outstretched to CATCH HER in the NECK as she flies toward him, her own momentum THROWING her into his grip.

Igor SLAMS her up against the wall, metal hand in an UNBREAKABLE GRIP around her neck.

Igor's hand slowly RACHETS CLOSED, gears CLICKING one tiny tooth after another as he CRUSHES HER NECK with almost sensual slowness.

LILY GASPS, STRUGGLING frantically -- Igor's hand CLOSES inexorably on her windpipe --

-- and she DIGS HER FINGERS into the flesh around the metal plate covering IGOR'S FACE. His eyes WIDEN in panic --

-- as Lily PULLS with all her terrible strength, RIPPING the imbedded metal and machinery OFF IGOR'S FACE.

IGOR SCREAMS in agony, STAGGERING back -- his face is a ruined sculpture of BONE, TORN MACHINERY and BLOOD, one empty eye socket staring cavernously.

Igor DROPS TO HIS KNEES -- and then FALLS FORWARD, blood spreading in a POOL around his head.

LILY whirls for the door and RUNS from the lab.

EXT. SKYWAY - DAY

LILY sprints for the skylift -- but at that moment

A CONTINGENT OF FRANKENSTEIN SENTRIES rounds a corner into view, WEAPONS raised. They stop short at the sight of Lily --

-- she looks DERANGED and TERRIFYING, her transformed body strangely FERAL, covered in Igor's BLOOD, green eyes GLINTING like emeralds.

Frankenstein emerges from the lab behind her --

FRANKENSTEIN
Stop her!

LILY turns and RACES for another building, THE SENTRIES POUNDING after her.

INT. TOR PRAETORIUS GARAGE -- DAY

LILY hurries into a long GARAGE, SEALING the door behind her with a sweep of her palm. She whirls around to face the only OTHER Exit --

-- a HANGAR DOOR that opens onto EMPTY AIR.

Several gleaming FLITTERCRAFT stand parked in a row. Behind her, the door SHAKES as the Sentries POUND on it.

EXT. SKYWAY - GARAGE DOOR -- DAY

The LEAD SENTRY turns to Frankenstein.

LEAD SENTRY
She's sealed it from the inside, sir, and we can't get the override to work --

FRANKENSTEIN
Then blow a hole in it, goddamn it, just get her!

The Lead Sentry looks SHOCKED, but covers it instantly.

LEAD SENTRY
Yes, sir.

He turns back, detaching an egg-shaped THERMAL GRENADE from his belt.

LEAD SENTRY (CONT'D)
(calling out)
Fire in the hole!

INT. GARAGE HANGAR -- DAY

ON LILY'S FIST -- KER-THUNK! KER-THUNK! KER-THUNK! as she hurries down the garage, neatly SMASHING the front-nose MECHANISM of each flittercraft as she goes (to sabotage pursuit) --

-- until she reaches the last one.

Lily JUMPS into the final flittercraft, POWERS UP the engine.

ON THE GARAGE DOOR as it EXPLODES OPEN in a BURST of FIRE and splintering metal -- and

THE SENTRIES STORM into the garage, racing toward the flitter --

ON LILY'S FLITTERCRAFT, as it ZOOMS straight out the hangar door -- into the open air beyond.

EXT. SKYWAY -- DAY

FRANKENSTEIN watches in a helpless FURY as the flittercraft DARTS out into the air, rising STRAIGHT UP to fly over the Enclave towers.

A SENTRY raises his gun, OPENS FIRE at the retreating ship -- bullets SLAM into the flitter's HULL.

FRANKENSTEIN whirls, KNOCKING the gun from the Sentry's hand.

FRANKENSTEIN
(horrified)
I said stop her, not kill her!

IN THE SKY, the outer shell of the craft SPLINTERS and CRACKS like a shattering mirror. The flitter CAREENS out of control --

-- then noses down, SPINNING into a sharp DIVE. SMOKE POURS from the front, BILLOWING back in a thick, obscuring CLOUD --

FRANKENSTEIN (CONT'D)
(a whisper)
Dear God.

-- and THE FLITTERCRAFT CRASHES into the steep ROOF of the tower. It EXPLODES, showering GLASS and FIRE everywhere.

ON THE SKYWAY, the Lead Sentry looks at Frankenstein, clearly TERRIFIED at what the consequences for this will be.

LEAD SENTRY
Sir -- I'm sorry -- there's no way any one could survive a crash like that.

Frankenstein looks at him with a strange, numb expression.

FRANKENSTEIN
Check the wreckage. Now.

EXT. CRASHED FLITTERCRAFT -- DAY (LATER)

The Sentries probe the smoldering WRECKAGE of the flittercraft, still embedded in the shattered tower. Frankenstein looks on, silent, pale.

MOVING PAST FRANKENSTEIN, we sweep upwards over the wreckage to the sheer drop DIRECTLY BELOW the hangar door --

-- where we see LILY, body FLAT against the vertical wall of the hangar tower, steel-strong fingers DIGGING effortlessly into the wall as somehow, impossibly, she CLIMBS STRAIGHT DOWN.

Lily was never on the flitter at all -- she set it off, then swung from the open hangar door.

CUT TO:

EXT. SKYLIFT IN MOTION -- DAY

Two SENTRIES ride down in the skylift.

PAN UP TO REVEAL a DARK SHAPE crouched on the top of the moving skylift chamber -- it's

LILY, crouched directly over their heads, riding down silently.

EXT. BASE OF TOR FRANKENSTEIN -- DAY

The skylift comes to a halt. Two more Sentries are on duty at the skylift entrance.

The doors to slide open -- and as Sentries 1 and 2 step out

THE CEILING OF THE SKYLIFT CHAMBER SHATTERS

in a shower of shattered crystal and torn machinery -- and

LILY EXPLODES down through the ceiling, landing in a crouch and then LEAPING up, impossibly fast, to KICK Sentry 1 in the chest, then the JAW, knocking him out.

THE OTHER THREE SENTRIES SCRAMBLE FRANTICALLY to draw their weapons as

LILY LEAPS to the side, WHIRLING through the air like a pinwheel and SLAMMING into Sentry 2, FLATTENING him before he gets a shot off --

SENTRY 3 FIRES, bullets SPLINTERING the skylift behind Lily -- and one SLAMS into her shoulder.

LILY is SPUN AROUND by the force of the bullet impact --

SENTRY 3 FIRES again, catching her HIGH in the back, once, TWICE --

LILY JUMPS to the side, GRABBING up Sentry 2 as if he were light as a RAG DOLL, HOLDING him off the ground in front of her WITH ONE HAND -- but

SENTRY 3 keeps shooting anyway, not caring as his bullets TEAR into Sentry 2, KILLING HIM.

LILY DIVES to the side, THROWING Sentry 2 as if he weighed NOTHING, the body SAILING through the air to SLAM into

SENTRY 3, sending him SPRAWLING to the ground.

SENTRY 4 KEEPS FIRING on Lily, catching her in the SIDE --

-- and then suddenly, CRACK! something THUNKS into the back of his HEAD. Sentry 4 COLLAPSES, unconscious -- revealing

BEN standing behind him, gun backwards in his hand from using the handle to cold-cock him.

LILY back-flips BACK TO HER FEET and KICKS Sentry 3 before he can even get off the ground.

For a moment, Ben and Lily just stand LOOKING at each other --

-- then Ben hurries to her, moving behind her to check her shoulder and back.

BEN
(concerned)
You're hit --

LILY
It's all right.

She turns to face him, eyes shining with the power of her restored memories.

LILY (CONT'D)
It doesn't hurt.

The simple sentence contains all the raging emotion that words can't begin to express -- the utter conviction that now they are together, nothing else matters: her wounds, Frankenstein, all the pain she has suffered.

Unable to find the words, Lily THROWS her arms around him. Ben holds her tight.

BEN
I was trying to figure out a way to get up to you --

He looks ruefully at the ruined skylift.

BEN (CONT'D)
I guess I shouldn't have been so worried.

INT. GROUNDCAR -- DAY

Lily and Ben speed through the streets in a small groundcar.

BEN
My place won't be safe.
(beat)
But there's somewhere we can go.

CUT TO:

EXT. CLAPBOARD HOUSE -- DAY

A ragged, run-down section of the Lower Realm, buildings sagging sideways over narrow streets. A tiny little CLAPBOARD HOUSE stands squeezed between a rowdy boarding house and rattling freight train tracks.

Lily and Ben KNOCK on the door of the house -- and Amelie opens it.

AMELIE
(to Ben)
Where the hell have you been?

She quickly HUSTLES them inside.

INT. CLAPBOARD HOUSE -- DAY

The inside of the house is spotlessly neat, reflecting Amelie's taste for all things Asian (like the martial arts.) A sword hangs on one wall, the furniture is spare and functional.

Amelie pulls Lily in, HUGGING her with unashamed FIERCE EMOTION --

-- then pulls back, double-taking at Lily's appearance: bloody, eyes jewel-green, her body covered with GASHES and SCRAPES that seem to have something LIVING inside them.

AMELIE
(frankly)
God, Lily. You look like shit.

INT. CLAPBOARD HOUSE - LIVING ROOM -- DAY

Amelie is carefully removing the shredded cloth around Lily's GUNSHOT WOUNDS.

Ben picks up a black KNAPSACK sitting in the corner, brings it over to Lily.

BEN
I got Hawkins to put together as much as he could.

Ben UPENDS the knapsack, pouring out a JUMBLE of hand-held MEDICAL EQUIPMENT into a pile on the floor.

BEN (CONT'D)
I don't know what half this stuff is -- but I figured you would.

Meanwhile, Amelie is examining the gunshot wounds -- the bloody holes are ALIVE with twisting, skittering INTERIOR MOVEMENT, bunching below the skin.

Amelie probes the wounds gingerly.

AMELIE
Hold still -- oh shit!

Amelie JERKS her hand back with involuntary REVULSION.

Something comes WORMING to the surface of Lily's skin, as if being FORCED OUT from within --

-- it's one of the BULLETS, flattened and deformed from impact in her body, covered with SWARMING streams of intertwined red-and-silver BLOOD.

The bullet rises to the surface of her skin -- then DROPS from her back, CLATTERING to the floor.

LILY
Is something wrong?

THE OTHER BULLET in her back RISES to the surface, then DROPS from her body, FASTER than the first -- then, the one in her shoulder --

-- and Lily looks down to see the bullet her SIDE JUMP to the surface and CLATTER to the floor.

She looks over at Ben and Amelie, both staring at her.

LILY (CONT'D)
(challenging)
What?

AMELIE
(quickly)
I didn't say anything.

Ben looks back at the gaping bullet holes --

-- and as he watches, they SEAL OVER, ragged edges PUCKERING together, the skin turning the same bruise-colored BLUE now spreading over her whole body.

BEN
(floundering)
It's -- um -- very convenient.

CUT TO:

INT. CLAPBOARD HOUSE - BEDROOM -- NIGHT

Night has fallen. Curtains drawn in the tiny bedroom, Lily has hooked herself up to the few meager diagnostic machines Ben supplied, working with singleminded, obsessive FOCUS.

Looking on, Ben stands and STRETCHES. He glances down the hallway to the front door --

INT. CLAPBOARD HOUSE - FRONT DOOR -- NIGHT

-- to see that Amelie has FALLEN ASLEEP in a chair by the door, a wicked-looking M16 held ready across her lap.

INT. CLAPBOARD HOUSE - BEDROOM -- NIGHT

Ben looks back to Lily -- she is now SITTING BACK in her chair, her face PALE AND STRICKEN.

LILY
(a whisper)
Oh my god.

Ben hurries over beside her.

BEN
What? What is it?

Lily doesn't look at him; it's as if she's afraid to meet his gaze. Her voice is NUMB with emotional pain.

LILY
I -- I couldn't understand how the 'bots could keep up their replication rate -- I mean, what were they using for raw materials?
(a sobbing breath)
They're using me.

BEN
(confused)
But you said they were supposed to heal you --

LILY
They can't. My own cells aren't functioning -- they're necrotic.

BEN
They're -- what?

LILY
(flatly)
Dead.

And she finally looks up at Ben. The PAIN in her eyes practically TEARS into his heart.

LILY (CONT'D)
(trying to keep her voice steady)
The 'bots can't heal me, because my body is already dead. They're not repairing me. They're replacing me.
(grimly)
From the inside out, one molecule at a time.

Lily JUMPS to her feet, moving to stand in front of the flickering light from a SMALL FIRE in the grate.

She TEARS off what's left of her bloodstained, ragged clothing as if she cannot bear its touch.

LILY (CONT'D)
He killed me --

She THROWS her clothes into the fire. They IGNITE in a cloud of SMOKE, flames leaping high.

LILY (CONT'D)
(with total self-loathing)
-- and made me into this!

Outside, a train ROARS by, SHAKING the little house.

The train's headlights WASH through the curtained windows, and Lily turns, suddenly SELF-CONSCIOUS, trying to hide her transformed body from Ben's sight.

But instead of turning away, Ben steps toward her.

BEN
(quietly)
You're beautiful.

And it's true -- despite the strangeness of her body, there is something elementally BEAUTIFUL about what she has become.

Like the ancient statues of huntress DIANA or warrior ATHENA, she seems to embody primal, powerful FEMALE STRENGTH, her body graceful and sinewy as a LIONESS.

Ben reaches out, hesitantly, tenderly, to TOUCH her.

DISSOLVE TO:

INT. CLAPBOARD HOUSE - BEDROOM -- NIGHT

On the floor in front of the fire, Ben and Lily MAKE LOVE.

The shabby, poor surroundings stand in stark CONTRAST to the opulence of the Enclave -- but then, so does the lovemaking.

Where she was wild, almost animal with Frankenstein, with Ben there is a DEPTH and TENDERNESS to her passion that makes it seem like poetry made flesh.

Their bodies TWINE together, touching, seeking, parting and rejoining in a slow, sinuous dance of skin and sweat and bone-deep, uncontrollable DESIRE.

CUT TO:

INT. CLAPBOARD HOUSE - BEDROOM -- NIGHT

Lily and Ben lie on the floor in the firelight, wrapped around each other, Ben stroking her hair as she looks into the flames.

LILY
You're in my blood, my bones --

She reaches out, touching his face.

LILY (CONT'D)
(soft)
-- my soul.

INT. CLAPBOARD HOUSE - BEDROOM (LATER) -- NIGHT

Ben lies sprawled on the bed, sleeping.

Lily, now dressed in a set of Amelie's plain black combat clothes, sits perched on the edge of the bed, watching him.

AMELIE
(softly)
Lily.

Lily turns to see Amelie in the doorway.

AMELIE (CONT'D)
Someone's here for you.

Lily glances down the hallway -- to see

MR. PRAETORIUS standing alone inside the front door.

INT. CLAPBOARD HOUSE - FRONT DOOR -- NIGHT

M16 at her side, Amelie stands her watch beside the door as Praetorius and Lily talk in the tiny foyer.

MR. PRAETORIUS
House Ryosh is claiming Peter interrupted you murdering for organs. The police are combing the Lower Realm -- the bounty is huge.
(hesitating)
And Victor's saying -- he's saying you've lost your mind.

LILY
Father, look at what he's done.

She turns her head -- her face is now HALF METAL-HARD MUSCLE STRANDS and red-black QUICKSILVER BLOOD, nanobots SKITTERING along the veins.

Praetorius LOOKS AWAY, as if it hurts to see her.

MR. PRAETORIUS
Months ago, Victor told me he was testing on human subjects. I guessed --
(correcting himself mercilessly)
-- I knew it had to be groundies. But I didn't say anything. He was working on immortality.

LILY
(putting it together)
The chopshoppers...

Praetorius looks to his daughter, his words heavy with GUILT.

MR. PRAETORIUS
I never thought the price for eternal life would be the only true immortality I have --
(beat)
-- my child.

Lily isn't sure how to answer, anger and love WARRING clearly on her face.

LILY
(finally)
How did you know where to find me?

MR. PRAETORIUS
(clearing his throat)
I asked your mother where you'd go.

He turns to Amelie APOLOGETICALLY.

MR. PRAETORIUS (CONT'D)
She's very upset that I dismissed you, Amelie.

Amelie looks at him COOLLY, pointedly not disagreeing.

AMELIE
(not cutting him any slack)
I always did like Mrs. P.

Praetorius turns back to Lily, holds out his hands.

MR. PRAETORIUS
Forgive me. Please. Come home -- I'll find a way to put a stop to all this.

Lily HESITATES -- then reaches out, taking his hands. He FOLDS HER CLOSE, a father-daughter EMBRACE.

MR. PRAETORIUS (CONT'D)
(softly)
It's all right.

Lily CLOSES HER EYES --

-- and BLAM!BLAM!BLAM!BLAM! A BARRAGE of bullets comes TEARING through the door behind them --

-- RIPPING through Praetorius as he's holding Lily. His body JERKS with the multiple impacts, SPATTERING her with blood as he SLUMPS limply in her arms.

Lily DROPS to the floor, holding his DEAD BODY.

LILY
(horrified, screaming)
Father!

Lily WHIPS around, looking for

AMELIE -- who lies SHUDDERING in a pool of blood, her body SHATTERED by bullets.

Lily CRAWLS forward to Amelie, bullets RIPPING through the air above her.

For a split second, Amelie's dying eyes meet Lily's --

LILY (CONT'D)
(anguished)
No -- it shouldn't have been you --

Amelie reaches up a TREMBLING hand, as if to touch Lily's face -- and then SIGHS, breath going out of her body as she DIES.

Suddenly, the hail of bullets STOPS -- THUD! A BATTERING RAM SLAMS against the door from the outside.

BEN stumbles out of the bedroom, gun drawn --

BEN
What the fuck --

Lily looks up -- and her face is pure RAGE.

LILY
Get down.

She sweeps up the M16 from Amelie's dead hand, pointing it at the door.

BEN
(realizing too late)
Lily, wait --

She doesn't even seem to hear him as she OPENS FIRE.

The bullets RIP through the already weakened door, tearing HOLES in the splintered wood --

-- and outside, men SCREAM.

EXT. CLAPBOARD HOUSE -- NIGHT

In the darkness of night, Amelie's street looks like a circle from Dante's HELL, grey laundry FLAPPING from the boarding house windows, TRASHCAN FIRES throwing erratic shadows along the roadway --

-- and a SWAT-type POLICE TEAM SURROUNDING the house. A group of them ARE at the door with the battering ram --

-- and right now they're being SHREDDED by Lily's WILD BARRAGE of gunfire.

THE SERGEANT in charge YELLS at the men --

SERGEANT
Fall back! Fall back --

The policemen FALL BACK from the door, dragging the wounded with them -- just as a groundcar pulls up, and

FRANKENSTEIN emerges, STALKING over to the Sergeant furiously.

FRANKENSTEIN
What are you doing? I told you, don't hurt her, no gunfire --

SERGEANT
(furious)
How do you suggest we get her out of there, Doctor? Walk up and knock?

FRANKENSTEIN
Surely a whole SWAT team can find a way to capture one woman.

SERGEANT
(yeah, right)
Whoever -- whatever she is -- there's a price on her head that could make ten men rich.
(grim)
And she just opened fire on my officers.

He looks at the dead and wounded men pulled back from the door.

SERGEANT (CONT'D)
I couldn't stop them now, even if I wanted to.

CUT TO:

INT. CLAPBOARD HOUSE - HALLWAY -- NIGHT

Ben PULLS Lily away from the bodies, backing toward the bedroom.

BEN
Come on, Lily. Come on --

One of the windows SHATTERS. A small CANNISTER rolls into the living room -- and starts SPEWING GAS.

BEN (CONT'D)
(covering his mouth)
CS.

Another window BREAKS -- then ANOTHER -- within seconds, every window in the house has been SHATTERED, and the red-hot cannisters are ROLLING all over the house.

The little clapboard structure is a TINDERBOX -- as the cannisters come to rest against the walls, the dry wood GLOWS, then CATCHES FIRE within moments.

INT. CLAPBOARD HOUSE - BEDROOM -- NIGHT

Lily and Ben make their way through the thickening SMOKE into the bedroom -- the walls are already ON FIRE here.

BEN
(coughing)
Breathe shallow --
(heads for bathroom)
I'll wet down -- towels --

But Lily doesn't even seem to NOTICE the gas.

As Ben RUNS THE WATER in the bathroom, Lily edges up to the broken window. Her eyes peer into the surrounding darkness -- and they GLEAM deep reflective green, like the eyes of a CAT.

POV LILY, OUT THE WINDOW, looking through the billowing haze of smoke, trying to make out the SHADOWY SHAPES outside --

Ben looks back from the bathroom, sees Lily moving closer to the window --

BEN (CONT'D)
(shouting)
No, don't --

Ben LUNGES forward, GRABBING Lily and JERKING her back --

-- as a HAIL OF BULLETS comes through the open window, TEARING holes in the thin walls behind them.

Ben is HIT in the leg -- he FALLS to the floor, blood SEEPING between his fingers as he clutches his calf.

BEN (CONT'D)
Fuck!

The FIRING STOPS -- but the windows are trellises of FIRE, the room fast becoming an INFERNO.

Lily puts her arm beneath Ben's shoulders, LIFTING him to his feet as easily as if he were a child.

LILY
Put your weight on me.

Lily half-carries him from the bedroom --

INT. CLAPBOARD HOUSE - HALLWAY -- NIGHT

-- but way to the front door has become a RAGING FIRE, leaping like a live thing: a solid WALL OF FLAME, impassable and deadly.

Ben SLUMPS down, back propped up against the wall, bleeding and CHOKING on the gas. Lily is totally UNAFFECTED.

BEN
(gasping for breath)
Lily -- you can still -- get out --

LILY
(fiercely)
Not without you.

She STRIDES the hallway like a trapped tiger, glancing desperately to the kitchen -- then the living room -- looking for a WAY OUT.

LILY (CONT'D)
Just hold on, it's going to be all right --

O.S. a horrible SPLITTING SOUND --

-- and a FLAMING BEAM comes CRASHING DOWN between them, an EXPLOSION of splintering wood, plaster and fire CASCADING over the hallway.

CUT TO:

EXT. CLAPBOARD HOUSE - HALLWAY -- NIGHT

The police surround the burning house like an ANGRY MOB.

IN THE SKY, A POLICE AIRCRUISER HOVERS overhead, SPOTLIGHTS sweeping over the house.

CUT TO:

INT. CLAPBOARD HOUSE -- NIGHT

Lily SHOVES aside the wood and chunks of plaster, pulling herself quickly out of the fiery debris.

LILY
Ben!

Ben is nowhere to be seen -- just the fallen beam, BURNING hot and fast, and a heavy pile of RUBBLE behind it.

Lily CLIMBS nimbly over the flaming wood, the fire SEARING her flesh -- but she doesn't even seem to notice. She TOSSES rubble aside like PAPER --

-- and finds Ben, UNCONSCIOUS, a long gash across his head.

Lily kneels beside him, holding him in her arms. The house CREAKS and GROANS dangerously, the walls SHUDDERING as FIRE eats them whole.

Lily cradles him close.

LILY (CONT'D)
(whispering)
We're going to make it out of here.
(fighting despair)
I promise.

With a tortured SCREAM of bending metal and splintering wood, the house begins to COLLAPSE.

Lily THROWS HERSELF over Ben protectively, shielding him with her body -- as the walls GIVE WAY around them.

EXT. CLAPBOARD HOUSE -- NIGHT

The house FALLS IN on itself, COLLAPSING down in a shower of sparks and rubble, BURNING fiercely.

FRANKENSTEIN
No --

The fire LEAPS up toward the night sky, CONSUMING the house in an INFERNO OF FLAME --

-- and suddenly, LILY EMERGES from the WALL OF FIRE, striding out of the flaming wreckage like a vengeful spirit from an ancient nightmare.

She carries Ben unconscious in her arms, holding him close to protect him from the flames.

THE AIRCRUISER ZOOMS down, TRAINING its SPOTLIGHTS on her in a wash of BLAZING WHITE LIGHT --

-- revealing that she is **COMPLETELY TRANSFORMED**.

Whatever was left of Lily's human body has been SCOURED away by fire.

Her skin has been BURNED AWAY -- the physique we only glimpsed before, hard as metal dredged in oil, is now ALL WE SEE.

Every striation of muscle, every interlocking fiber and tendon, every vein stands out in stark relief, etched in glittering, biomechanical NANOBOTS.

Nothing of red blood remains -- her veins run with rushing, skittering QUICKSILVER, as if her blood has become liquid moonlight.

Her eyes GLEAM deep, glowing GREEN with reflected light.

THE POLICE stand SHOCKED at the sight of her -- and then they BRING UP THEIR GUNS, taking AIM.

FRANKENSTEIN SHOUTS at the Sergeant --

FRANKENSTEIN (CONT'D)
(desperately)
Wait -- she has to be captured, do you hear me? Captured --

LILY SNAPS her head around, eyes FIXING on Frankenstein for a fraction of an instant, with unmistakable HATRED --

-- then turns, Ben still in her arms, and CHARGES straight for the Police.

THE POLICE GAPE at her for one crucial moment, long enough for

LILY to get up speed, muscles COILING like a crouching tiger. She SPRINGS upward --

-- landing easily ATOP ONE OF THE POLICE TRANSPORTS.

O.S. the RUMBLE of an ONCOMING TRAIN on the nearby tracks.

THE POLICE OPEN FIRE, sending bullets FLYING around her -- meanwhile,

ON THE TRACKS, THE FREIGHT TRAIN comes barreling swiftly past, engines ROARING as it CLATTERS over the tracks.

LILY RUNS two long strides over the final transport roof --

-- then LAUNCHES herself in an incredible LEAP, SAILING through the air toward the MOVING TRAIN.

KA-THUNK! A bullet SLAMS into her arm, EXPLODING her elbow in a burst of shrapnel and 'bots --

-- and Lily FALTERS in midair, LOSING HER HOLD on Ben. His unconscious body SLIPS from her grasp, TUMBLING to the ground --

EXT. FREIGHT CAR - NIGHT

-- and Lily CRASHES off-balance in an OPEN-TOPPED FREIGHT CAR filled with rusted SCRAP, the remains of countless DISMEMBERED MACHINES piled together like metal bones.

Up to her knees in scrap metal,

LILY whirls around, looking frantically behind her --

POV LILY, seeing the Police SWARM around Ben -- and FRANKENSTEIN hurrying up to stand over his unconscious body.

LILY
(a whisper)
No --

O.S. a WALING SIREN -- Lily looks up, to see

THE POLICE AIRCRUISER zooming out of the darkness, gaining on the train fast.

CUT TO:

EXT. BY FREIGHT TRACKS -- NIGHT

Flanked by several of his Sentries, Frankenstein leans over Ben's unconscious form, checking his pulse, looking him over.

SERGEANT
He alive?

FRANKENSTEIN
For the moment.
(straightening up)
I have medical facilities. I'll take him.

SERGEANT
Just keep him from dying.
(dark)
He's got a lot to answer for.

The Sergeant moves on.

Frankenstein looks down at Ben with deep SATISFACTION.

FRANKENSTEIN
(to himself)
Indeed he does.

Frankenstein nods to the Sentries, who pick up Ben. He looks after the receding train.

FRANKENSTEIN (CONT'D)
Come for him, Lily. I'll be waiting.

CUT TO:

INT. POLICE AIRCRUISER IN FLIGHT -- NIGHT

THE AIRCRUISER SWOOPS down on the train, spotlight RAKING over the cars.

Two Policemen PEER at the freight car as they FLY closer -- nothing in it but SCRAP, piled to the edge of the open car.

POLICEMAN 1
I don't see her --

PILOT
Think she jumped off?

POLICEMAN 1
I wouldn't be surprised if she fucking flew.
(craning to see)
Get down closer -- maybe she went down between the cars --

The Pilot SWOOPS down for a closer look.

EXT. FREIGHT CAR -- NIGHT

THE AIRCRUISER DIPS DOWN over the freight car, PACING the train.

The spotlight SWEEPS over the car, light piercing down in the spaces between the freight cars. The Aircruiser HOVERS a bare FOOT above the mounds of scrap metal --

CLOSE ON THE SCRAP METAL as LILY'S HAND SHOOTS OUT from beneath the scrap, her fingers CLOSING around the one of the Aircruiser's SKIDS with a grip like an IRON VISE.

IN THE AIRCRUISER, THE PILOT AND POLICEMAN

LURCH as the Cruiser is JERKED downward --

PILOT
Fucking hell!

The Pilot WRESTLES with the controls --

THROUGH THE OPEN DOOR, POLICEMAN 1 sees

LILY JUMP UP from beneath the metal shards, VAULTING herself up on the CRUISER SKID.

POLICEMAN 1
Oh, shit.

Lily reaches in through the open door, grabs him by the arm and JERKS him out of the Aircruiser, TOSSING him easily over her shoulder to the GROUND beyond.

THE PILOT watches, HORRIFIED, as

LILY swings lightly into the Cruiser.

LILY
(pleasantly)
If I were you, I'd jump.

THE PILOT LOOKS wildly from Lily to the moving train -- frankly, the train is less scary. He DIVES out of the Cruiser.

LILY grabs for the controls, sending the Cruiser DARTING away from the train -- ZOOMING up into the night sky.

CUT TO:

EXT. AIRCRUISER IN FLIGHT - NIGHT

The Aircruiser closes on the familiar tower of FRANKENSTEIN'S LAB --

-- and Lily is HANGING OUT OF THE OPEN DOOR, steering with one hand as she pilots straight for the Lab Tower.

The wind WHIPS at Lily as she LEANS OUT, holding on like an acrobat. The Cruiser HOVERS over the top of the tower --

-- and Lily JUMPS, DIVING through the air, her body straight as an arrow, PLUMMETING through the night sky --

INT. LABORATORY TOWER - NIGHT

-- and CRASHING through the vaulted ceiling in a RAIN of shattering crystal, to land CROUCHED on the floor.

CLOSE ON LILY as she raises her head -- to see

A SEMICIRCLE OF LIVERIED SENTRIES armed for fucking bear -- chest-plate body armor, THERMAL GRENADES at their belts, semi-auto RIFLES trained on her -- and behind them, standing at a safe distance,

FRANKENSTEIN stands by the gurney which now holds the unconscious BEN, strapped down and helpless.

LILY
(cold as ice)
Hi honey. I'm home.

THE SENTRIES TAKE AIM, racking their rifles: KER-SHLAK! KER-SHLAK! KER-SHLAK! waiting for Frankenstein's order.

FRANKENSTEIN
(chiding gently)
Lily. Behave.

LILY
Let him go, Victor. I mean it.

Frankenstein looks down at Ben SCORNFULLY.

FRANKENSTEIN
(derisive)
I knew you'd come for him.

LILY
You're wrong.
(low and deadly)
I've come for you.

And Lily CHARGES.

THE SENTRIES OPEN FIRE in a BARRAGE of bullets --

LILY SPRINGS like a panther, jumping HIGH and SOMERSAULTING OVER the startled Sentries -- as their bullets SMASH into

THE GLASS WALL

that was behind her a moment ago.

The reinforced crystalline wall CRACKS SPECTACULARLY, a spider-web MOSAIC of branching FRACTURES -- but it doesn't BREAK.

LILY LANDS behind the line of Sentries.

She KICKS out hard to the right, catching Sentry 1 high in the chest and SLAMMING him against the wall with such force we hear his SPINE BREAK --

-- and at the same instant, with her free hand, she GRABS Sentry 1's rifle and FIRES one-handed at Sentry 3 on the left without even looking -- still NAILING him in the temple.

THE SENTRIES DIVE away from her, DODGING for cover among the lab equipment --

FRANKENSTEIN DUCKS for cover behind a bank of file cabinets, leaving the gurney -- and Ben -- in the center of the room.

THE LEAD SENTRY barks into his throatcom:

LEAD SENTRY
In the lab -- I need reinforcements
and I need them now --

LILY SPINS sideways, her movement so fast she BLURS in the air -- and she reaces the door, SMASHING the control panel, effectively SEALING the door from the inside.

THE LEAD SENTRY SHOOTS high, hitting

LILY in the shoulder -- her rifle DROPS from her hand, and she LEAPS behind a row of huge, heavy DNA SEQUENCERS.

FRANKENSTEIN
Stop this. What can you possibly
hope to accomplish?

BEHIND THE SEQUENCERS, LILY quickly RIFLES through the storage drawers, tossing aside SYRINGES, TUBING, I.V.'s and various SURGICAL INSTRUMENTS --

LILY
I'm going to put an end to it, Victor. Your work, this lab, all of it.

-- and finally bringing up a LASER SCALPEL.

LILY (CONT'D)
Forever.

SENTRY 5 detaches a small CONCUSSION GRENADE from his belt, a compact black tube no bigger than a lipstick.

He FLICKS the fuse-switch, LOBS it behind the sequencers --

-- and the grenade FIRES, a FLASH of blinding light with a thunderous CRACK of concussive force designed to blind and stun -- right on top of Lily.

FRANKENSTEIN
Lily?

BEHIND THE SEQUENCERS, THICK SMOKE drifts upwards. There is no sound, no movement from Lily.

SENTRY 5 CREEPS slowly from behind the gurney, rifle raised and ready -- he reaches the sequencer and POPS over, rifle pointed DOWN to fire -- and

LILY ERUPTS from behind the sequencers, GRABBING the muzzle of the rifle, JERKING it downward -- and

SENTRY 5 is JERKED down right along with it, FIRING wildly.

LILY SWINGS upward with her other hand, clutching the LASER SCALPEL, SLICING him from the neck to below the shoulder --

-- SHEARING THROUGH the top of his body like a steel knife through butter.

SENTRY 5 FLOPS back to the floor, DEAD -- as Lily SWEEPS up the rifle, turning faster than the eye can follow to FIRE TWO TIMES -- and

THE LAST SENTRIES are MOWED DOWN in an instant.

And now, finally,

LILY AND FRANKENSTEIN

face each other, the smoking, ruined lab like a desolate landscape around them.

Lily cradles the rifle. She is BLEEDING from gunshot wounds, her body CUT and BRUISED, skittering nanobot-blood SWARMING and SWIRLING over the damage.

Frankenstein stares at her lithe movement with frank, almost sexual APPRECIATION -- he glances around with startling APPRECIATION at the carnage in the lab.

FRANKENSTEIN (CONT'D)
You are truly magnificent. Without compare in all the world. My finest accomplishment --

Lily's eyes FLASH with jewel-like green fire.

LILY
And your last.

She begins moving toward him, slow, stalking, her eyes never leaving his face.

LILY (CONT'D)
We weren't meant to live forever.

FRANKENSTEIN
I'm not your enemy, Lily.

Frankenstein steps over to the FRACTURED WALL, motions downward toward the LOWER REALM. His voice is SOOTHING, seductive.

FRANKENSTEIN (CONT'D)
<u>They</u> think you're a monster -- the groundies want to destroy you.
(beat)
And the Enclave as well.

Lily looks down impassively. Frankenstein moves CLOSER.

FRANKENSTEIN (CONT'D)
Only <u>I</u> truly understand how perfect you are.

Frankenstein is now only inches away from her. He carefully pushes the rifle away, putting his hands on her face, caressing her cheek, her lips.

FRANKENSTEIN (CONT'D)
You are my greatest triumph, my finest creation, my beloved wife.
(MORE)

FRANKENSTEIN (CONT'D)
(stronger)
You belong to me.

Lily lets the rifle drop with a CLATTER, unheeded, to the floor -- for a moment we think his words have MESMERIZED her. She puts her hands over his, gently.

LILY
(softly)
I belong to no man.

Her hands CLOSE over his wrists like STEEL.

Frankenstein realizes he is CAUGHT -- he JERKS back, but Lily holds him firm.

FRANKENSTEIN
Lily -- let go --
(frantic)
-- let go right now --

LILY
Control is an illusion, Victor.
(bitterly)
You're the one who taught me that.

Lily PULLS him close, looks in his eyes.

LILY (CONT'D)
We are given only one life. And mine is long over, taken by your hand.
(beat)
Some things cannot be undone.

FRANKENSTEIN
(terrified)
Lily, don't -- !

Lily SWEEPS him up, holding him HIGH over her head. She turns to the fractured wall --

-- and HURLS Frankenstein, SCREAMING, through it.

EXT. FRACTURED WALL -- NIGHT

The already-cracked crystal SHATTERS as Frankenstein's body TEARS through it, TUMBLING and FLAILING down --

-- and lands with a THUD, body SMASHING into the unyielding skyway.

CUT TO:

INT. FRANKENSTEIN'S LAB -- NIGHT

Lily RIPS the straps from Ben, TEARING away the needles that were poised behind his neck.

Ben is slowly COMING AROUND, groggy, confused. Lily helps him to his feet.

BEN
Lily. I thought -- I thought you were --

LILY
(black humor)
Dead?

Ben almost LAUGHS -- then he PULLS her close, KISSING her as if he'll never let her go --

-- but then Lily pulls away.

LILY (CONT'D)
You have to go. Now.
(struggling to say it)
Without me.

BEN
What? Lily, no, I'm not leaving you --

Lily puts a quieting finger over his lips. Tears are SPILLING from her black eyes, uncontrollable.

LILY
But you were right, everything you told me -- this world, what we've built -- it's wrong. All of it.

BEN
(imploring)
Come with me. Lily --

LILY
If there's anything left of Frankenstein's work, they'll just try again. It all has be destroyed.
(beat)
Everything.

BEN
Then I'll stay here, with you --

Lily takes his hands in hers -- the contrast of her nanobot body and his living flesh is STARTLING.

LILY
Someone has to change what's left.
Make it better.
(desperate intensity)
Or it will all -- all of it -- have
been for nothing.

Ben can't find an answer. He folds her into his arms and KISSES her with desperate, hopeless ACCEPTANCE.

EXT. SKYLIFT -- NIGHT

Lily stands by the ruin of the lab, watching as Ben rides a skylift down, SINKING through the Enclave.

Their eyes stay FIXED on each other as long as they can -- and then he VANISHES downward, into the darkness.

CUT TO:

INT. FRANKENSTEIN'S LAB TOWER -- NIGHT

Lily kneels down over one of the fallen Sentries, pulling one of the large egg-shaped THERMAL GRENADES from his belt.

CUT TO:

INT. TOWER HALLWAY -- NIGHT

Lily moves down a darkened hallway, grenade in hand. Behind her, O.S. the sound of SHOUTING GUARDS --

-- as Lily reaches the door marked POWER GRID: UPPER LEVELS, with the whirling atom symbol for NUCLEAR POWER beneath it -- the room where we saw Igor switch on the power.

The door control panel blinks RED for LOCKED -- Lily KICKS the heavy doors ONCE, sharp and hard, and they FLY open.

INT. GENERATOR ROOM -- NIGHT

Lily stands in front of the small nuclear generator that powers Tor Praetorius. She looks down at the grenade in her hand -- and flicks the FUSE SWITCH.

The grenade HUMS to life.

CUT TO:

INT. FRANKENSTEIN'S LAB TOWER -- NIGHT

A CONTINGENT OF SENTRIES STORMS into the decimated lab, SEARCHING frantically for Lily.

CUT TO:

INT. GENERATOR ROOM -- NIGHT

LILY uncurls her hands, holding the GRENADE like a precious gift in her open palms.

She CLOSES HER EYES --

-- and the grenade **DETONATES**, a searing wash of white-hot LIGHT.

We see only a GLIMPSE of Lily's face before it's lost in the BRIGHTNESS -- but her expression is strangely PEACEFUL.

CUT TO:

INT. FRANKENSTEIN'S LAB TOWER -- NIGHT

THE SENTRIES look up at the sharp, muted THUMP of the GRENADE DETONATION -- suddenly, the tower begins to SHAKE, as if with some barely contained, building POWER --

-- and then everything EXPLODES.

DISSOLVE TO:

EXT. TOR FRANKENSTEIN -- MORNING

The sun rises over what is left of Tor Frankenstein. The proud glass spires have been TORN and MELTED by the force of the nuclear blast.

Only a smoking, immolated RUIN remains where the lab tower was. POLICEMEN sift through the wreckage, as crowds of GAWKERS look on.

HAWKINS is overseeing the search. A Policeman comes up to him.

POLICEMAN 3
Nothing left. Burned so hot even the bones are ashes. You want us to keep looking?

Hawkins glances over the rubble, shakes his head.

HAWKINS
No. No, there's nothing to find.

The Policemen start to MOVE AWAY.

MRS. PRAETORIUS stands looking at the ruins of Tor Frankenstein. Her expression is distant, unreadable.

BEN comes up beside her.

MRS. PRAETORIUS
(re: the ruins)
It looks like a bridge. Doesn't it?

Strangely, the rippled, destroyed towers, melted down on itself, does indeed look like a swirling, surreal BRIDGE stretching between the Lower Realm and the Enclave.

BEN
(softly)
Yes. It does.

They stand silently together in the shadow of the ruins -- as shafts of sunlight BLAZE over the torn and twisted shape uniting ground and sky.

FADE OUT.

THE END